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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 27 AUGUST 2009
POLL RESULTS
RE-DESIGNATION OF DIRECTORS**

Reference is made to the announcement of China Mengniu Dairy Company Limited (the **Company**) dated 3 August 2009 and the Company's circular dated 7 August 2009 regarding certain proposed amendments of the articles of association of the Company and the proposed appointments of directors of the Company.

At the Extraordinary General Meeting (the **EGM**) of the Company held on 27 August 2009, all resolutions set out in the Notice of EGM dated 7 August 2009 were voted on by poll. The Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as scrutineer for the poll at the EGM.

As at the date of the EGM, the number of issued share capital of the Company was 1,735,703,304 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the EGM. There were no restrictions on any shareholders casting votes on any of the resolutions at the EGM.

The poll results in respect of the resolutions were as follows:

SPECIAL RESOLUTIONS		No. of Votes (% of Votes Cast)	
		FOR	AGAINST
1.	To approve certain amendments to the Articles of Association of the Company to the effect that the maximum cap of 10 directors be removed and the minimum number of directors on the board be set to 5 directors.	1,127,854,826 (99.99%)	508 (0.01%)
ORDINARY RESOLUTIONS			
2.	(A) To elect Mr. Ning Gaoning as non-executive director and authorise the board of directors of the Company to fix his remuneration.	1,086,412,216 (96.32%)	41,471,118 (3.68%)
	(B) To elect Mr. Yu Xubo as non-executive director and authorise the board of directors of the Company to fix his remuneration.	1,092,105,216 (96.83%)	35,778,118 (3.17%)

(C)	To elect Mr. Ma Jianping as non-executive director and authorise the board of directors of the Company to fix his remuneration.	932,591,387 (82.69%)	195,291,947 (17.31%)
(D)	To elect Mr. Fang Fenglei as non-executive director and authorise the board of directors of the Company to fix his remuneration.	1,087,282,166 (96.40%)	40,601,168 (3.60%)

Note: for full text of resolutions 1 and 2, please refer to the Notice of Extraordinary General Meeting of the Company

As the required majority of votes were cast in favour of the resolutions above, Resolution 1 was duly passed as a special resolution and Resolutions 2 (A) to (D) were duly passed as ordinary resolutions.

Re-designation of Directors

The board of directors of the Company (the **Board**) also announces that with effect on the date of this announcement,

- (i) Mr. Niu Gensheng, an executive director of the Company becomes the Chairman of the Board;
- (ii) Mr. Yang Wenjun, also an executive director of the Company becomes the Chief Executive Officer (**CEO**) of the Company;
- (iii) each of Mr. Ning Gaoning and Mr. Jiao Shuge, each a non-executive director of the Company, becomes Vice-Chairman of the Board;
- (iv) Mr. Ning Gaoning has been appointed as a member of the Nomination Committee of the Company, which will thereafter comprise five members, two of whom are non-executive directors (Mr. Ning Gaoning and Mr. Jiao Shuge) and three of whom are independent non-executive directors (Mr. Liu Fuchun, Mr. Zhang Julin and Mr. Zhang Xiaoya); and
- (v) Mr. Yu Xubo and Mr. Liu Fuchun have been appointed as members of the Remuneration Committee of the Company (the **Remuneration Committee**), which will thereafter comprise five members, two of whom are non-executive directors (Mr. Julian Juul Wolhardt and Mr. Yu Xubo) and three of whom are independent non-executive directors (Mr. Liu Fuchun, Mr. Zhang Julin and Mr. Zhang Xiaoya).

Mr. Niu Gensheng has, with effect from the date of this announcement, resigned from his position as the Chairman (董事長) of the board of directors of 內蒙古蒙牛乳業（集團）股份有限公司 (Inner Mongolia Mengniu Dairy (Group) Company Limited) (**IM Mengniu**), the main operating subsidiary of the Company, whilst he remains as a director of IM Mengniu. Mr. Yu Xubo has been appointed as the Chairman of the board of directors of IM Mengniu with effect from the date of this announcement.

Biographies

Mr. Niu Gensheng, aged 51, an executive director and Chairman of the Company, is one of the founders of IM Mengniu. Mr. Niu graduated from Inner Mongolia University with a degree in Administration and Management and obtained a Master's degree in Enterprise Management at the Chinese Academy of Social Sciences Graduate School. With his extensive experience and insights in China's dairy industry, Mr. Niu receives high reputation in the industry. In 2007, Mr. Niu was elected as one of "China's Most Influential Business

Leaders” for the fifth consecutive year, honored as “2007 Hong Kong Bauhinia Awards”. Mr. Niu is devoted to charity and was ranked third in the 2007 Hurun Top 10 for Charity. Mr. Niu currently serves as the Deputy Chairman of Dairy Association of China, China Dairy Industry Association, and the Second China National Committee of International Dairy Federation. Mr. Niu is also an independent non-executive director of two listed companies (including a company listed in China). Save as disclosed above, Mr. Niu does not hold current or past directorships in any other listed companies in the past three years.

As at the date of this announcement, Mr. Niu is beneficially interested in and deemed to be interested in, a total number of 263,533,393 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (**SFO**).

Pursuant to the service contract entered into between the Company and Mr. Niu on 21 July 2008, Mr. Niu was appointed as an executive director of the Company for a term of three years. The said service contract is terminable by either party by giving three months’ notice. Mr. Niu is entitled to receive emoluments of RMB30,000 per annum, together with an annual fixed sum bonus equal to one month of his average monthly salary and a discretionary bonus. His emoluments are determined with reference to his duties and responsibilities in the Group. Pursuant to the service contract, his salary will be reviewed by the Remuneration Committee.

Mr. Yang Wenjun, aged 42, an executive director and the CEO of the Company and IM Mengniu. Prior to the appointment as IM Mengniu’s CEO, Mr. Yang was IM Mengniu’s Vice President and the general manager of the liquid milk division, and has solid dairy industry experience. Mr. Yang graduated from Inner Mongolia Light Industry Institute in dairy products and he also holds a Master’s degree in Business Administration from Barrington University. Mr. Yang was jointly elected as “2007 Person of the Year in China” by Global Sources and World Entrepreneur. Mr. Yang also received “Special Award of Corporate Culture Building” in 2007 Annual Conference of National Corporate Culture Building. Mr. Yang does not hold current or past directorships in any other listed companies in the past three years.

As at the date of this announcement, Mr. Yang is beneficially interested in and deemed to be interested in, a total number of 263,533,393 shares and 11,280,500 options in the Company within the meaning of Part XV of the SFO.

Pursuant to the service contract entered into between the Company and Mr. Yang on 21 July 2008, Mr. Yang was appointed as an executive director of the Company for a term of three years. The said service contract is terminable by either party by giving three months’ notice. Mr. Yang is entitled to receive emoluments of RMB30,000 per annum, together with an annual fixed sum bonus equal to one month of his average monthly salary and a discretionary bonus. His emoluments are determined with reference to his duties and responsibilities in the Group. Pursuant to the service contract, his salary will be reviewed by the Remuneration Committee.

Mr. Jiao Shuge (alias Jiao Zhen), aged 43, a non-executive director and the Vice-Chairman of the Board, joined the Group in September 2002. Mr. Jiao is currently the general manager at CDH China Fund, L.P. Mr. Jiao received a Bachelor’s degree in Mathematics from Shandong University and a Master’s degree in Engineering from the Ministry of Space Industry Institute. Mr. Jiao serves as a director of various listed companies. Save as disclosed above, Mr. Jiao does not hold current or past directorships in any other listed companies in the past three years.

Pursuant to the service contract entered into between the Company and Mr. Jiao on 21 July 2008, Mr. Jiao was appointed as non-executive director of the Company for a term of three years. The said service contract is terminable by either party by giving three months' notice. Mr. Jiao is entitled to receive emoluments of RMB30,000 per annum, together with an annual fixed sum bonus equal to one month of his average monthly salary and discretionary bonus. His emoluments are determined with reference to his duties and responsibilities in the Group to which Mr. Jiao has waived his entitlement to. Pursuant to the service contract, his salary will be reviewed by the Remuneration Committee. Mr Jiao does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu Fuchun, aged 63, an independent non-executive director of the Company, was a graduate of the Beijing Foreign Trade Institute and now a senior commerce specialist. Mr. Liu was the deputy consulate of the Chinese Consulate-General in Vancouver. He also worked at various companies in the past, including serving as an officer in the finance department, the business planning department, and the general office of COFCO Limited (**COFCO**). He was also an officer of COFCO's sales representative office in the US, the deputy head and head of COFCO's cereals and oils department and the general manager, executive director, deputy president and president of Top Glory (London) Ltd., which was based in the United Kingdom. Currently, Mr. Liu is an independent non-executive director of DaChan Food (Asia) Limited, which is a listed company in Hong Kong and an independent director of China Aviation Oil (Singapore) Corporation Ltd., which is a listed company in Singapore. Save as disclosed above, Mr. Liu does not hold current or past directorships in any other listed companies in the past three years.

Mr. Liu entered into a letter of appointment with the Company for a term of three years on 10 June 2009, subject to retirement by rotation. Mr. Liu is entitled to a director's fee of HK\$50,000 per annum, which is determined by reference to his duties and responsibilities in the Company. Mr Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, none of Mr. Niu Gensheng, Mr. Yang Wenjun, Mr. Jiao Shuge and Mr. Liu Fuchun has any relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. There is no information in relation to any of Mr. Niu Gensheng, Mr. Yang Wenjun, Mr. Jiao Shuge and Mr. Liu Fuchun which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, nor is there any other matters that need to be brought to the attention of the shareholders of the Company.

Details of all other newly appointed directors have been set out in the Company's announcement dated 3 August 2009 and the Company's circular dated 7 August 2009.

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

Hong Kong, 27 August 2009

As at the date of this announcement, the Board comprises: Mr. Niu Gensheng, Mr. Yang Wenjun, Mr. Yao Tongshan and Mr. Bai Ying as executive directors, Mr. Jiao Shuge (alias Jiao Zhen), Mr. Julian Juul Wolhardt, Mr. Ning Gaoning, Mr. Yu Xubo, Mr. Ma Jianping, Mr. Fang Fenglei as non-executive directors, Mr. Zhang Julin, Mr. Liu Fuchun and Mr. Zhang Xiaoya as independent non-executive directors.

** For identification purposes only*