

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Mengniu Dairy Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice (the "Notice of the Annual General Meeting") convening the annual general meeting of China Mengniu Dairy Company Limited (the "Company") to be held at Ballroom, 3rd Floor, JW Marriot Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 June 2012 at 10:00 a.m. (the "Annual General Meeting") is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment meeting should you so wish.

LETTER FROM THE BOARD



**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)**

*Directors:*

Ms. Sun Yiping (*Chief Executive Officer*)  
Mr. Yang Wenjun (*Vice-Chairman*)  
Mr. Bai Ying  
Mr. Wu Jingshui  
Mr. Ding Sheng  
Mr. Ning Gaoning<sup>#</sup> (*Chairman*)  
Mr. Niu Gensheng<sup>#</sup>  
Mr. Yu Xubo<sup>#</sup> (*Vice-Chairman*)  
Mr. Ma Jianping<sup>#</sup>  
Mr. Fang Fenglei<sup>#</sup>  
Mr. Jiao Shuge (alias Jiao Zhen)<sup>\*</sup> (*Vice-Chairman*)  
Mr. Julian Juul Wolhardt<sup>\*</sup>  
Mr. Liu Fuchun<sup>\*</sup>  
Mr. Zhang Xiaoya<sup>\*</sup>  
Mr. Xie Tao<sup>\*</sup>

*Registered Office:*

Maples Corporate Services  
P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal Place of Business in  
Hong Kong:*

Suite 1602, 16th Floor  
Top Glory Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

*Company Secretary:*

Mr. Kwok Wai Cheong, Chris

<sup>#</sup> *Non-executive Director*

<sup>\*</sup> *Independent Non-executive Director*

30 April 2012

*To the shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding, inter alia:

- (a) grant of the Share Issue Mandate (as defined below) to issue ordinary shares of HK\$0.10 each in the capital of the Company (the “**Shares**”);

<sup>\*</sup> *For identification purpose only*

## LETTER FROM THE BOARD

- (b) grant of the Share Repurchase Mandate (as defined below) for repurchase by the Company of the Shares; and
- (c) re-election of the relevant retiring directors of the Company.

### 1. General mandate to issue Shares

At the last annual general meeting of the Company held on 10 June 2011, a general mandate was granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with the Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. An ordinary resolution will accordingly be proposed at the Annual General Meeting for the shareholders to consider and, if thought fit, grant respectively, a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and deal with new Shares (the “**Share Issue Mandate**”) not exceeding 20% of the issued share capital of the Company on the date of passing the resolution approving the Share Issue Mandate.

As at 23 April 2012, the latest practicable date prior to the printing of this circular (the “**Latest Practicable Date**”), 1,767,718,501 Shares were issued. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 353,543,700 Shares.

Details of the Share Issue Mandate are set out in resolution 6 in the Notice of the Annual General Meeting set out on pages 14 to 18 of this circular. The Share Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be convened by the articles of the association of the Company (the “**Articles**”) or by any applicable law(s); and (c) the date on which the authority is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”).

### 2. General mandate to repurchase Shares

At the last annual general meeting of the Company held on 10 June 2011, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. An ordinary resolution will hence be proposed for the Shareholders to consider and, if thought fit, grant a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares (the “**Share Repurchase Mandate**”) up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Repurchase Mandate.

Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate will be 176,771,850 Shares.

## LETTER FROM THE BOARD

An explanatory statement as required under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) regarding share repurchase, giving certain information in connection with the Share Repurchase Mandate is set out in Appendix I to this circular. The Share Repurchase Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or by any applicable law(s); and (c) the date on which the authority is revoked or varied by an ordinary resolution of the Shareholders.

### **3. Re-election of the Directors**

Pursuant to article 112 of the Articles, one-third of the Directors shall retire from office by rotation. Mr. Ning Gaoning, Mr. Yu Xubo, Mr. Ma Jianping, Mr. Jiao Shuge and Mr. Julian Juul Wolhardt will retire by rotation and Ms. Sun Yiping and Mr. Xie Tao will also retire in accordance with the Articles and, being eligible, offer themselves for re-election at the Annual General Meeting.

Particulars of Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **4. Annual General Meeting**

A notice convening the Annual General Meeting to be held at Ballroom, 3rd Floor, JW Marriot Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 June 2012 at 10:00 a.m. is set out on pages 14 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of the Share Issue Mandate, the Share Repurchase Mandate and the re-election of Directors.

Pursuant to Rule 13.39 of the Listing Rules, all vote of Shareholders at general meetings must be taken by poll.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

## LETTER FROM THE BOARD

### 5. Recommendation

The Directors believe that the grant of the Share Issue Mandate and the Share Repurchase Mandate and the re-election of Directors be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of the resolutions in relation to the above proposals to be proposed at the Annual General Meeting.

### 6. Closure of Register of Members

The register of members of the Company will be closed during the following periods:-

- (i) from Wednesday, 13 June 2012 to Friday, 15 June 2012, both days inclusive, for the purpose of ascertaining shareholders' eligibility to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 12 June 2012; and
- (ii) from Thursday, 21 June 2012 to Friday, 22 June 2012, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at the address as set out in sub-paragraph (i) above not later than 4:30 p.m. on Wednesday, 20 June 2012.

### 7. Responsibility Statement

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
**Sun Yiping**  
*Chief Executive Officer*

**(A) LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

**(B) SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, or alternatively by specific approval of a particular transaction or by a general mandate to the directors of the company to make such repurchases.

**(C) EXERCISE OF THE SHARE REPURCHASE MANDATE**

As at the Latest Practicable Date, there were 1,767,718,501 Shares in issue. Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that no further Shares are issued or no Shares are repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 176,771,850 Shares, representing 10% of the issued share capital of the Company as at the date of passing of such resolution.

**(D) REASONS FOR THE REPURCHASE OF SHARES**

The Directors believe that the Share Repurchase Mandate is in the best interest of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of the Share Repurchase Mandate to give the Company flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

**(E) SOURCE OF FUNDS**

The Company is empowered by its memorandum and articles of association to purchase Shares. In accordance with Cayman Islands law and the Company's memorandum and articles of association, Shares may only be redeemed or purchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of the redemption or purchase or, if authorised by the Articles and subject to Cayman Islands law, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are purchased or, subject to the statutory test of solvency, out of capital. Under Cayman Islands law, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

It is possible that, if the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2011. However, the Directors do not propose to exercise the Share Repurchase Mandate to the extent that the repurchase would, in the circumstances, have a material adverse effect on the working capital position of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### (F) SHARE PRICES

The monthly highest and lowest prices at which the Shares had traded on the Stock Exchange in the last twelve months up to the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2011</b>		
April	25.02	19.94
May	25.15	23.70
June	26.30	23.40
July	28.90	25.75
August	28.80	23.95
September	28.30	22.25
October	27.95	21.70
November	27.55	23.55
December	28.00	18.02
<b>2012</b>		
January	21.60	18.10
February	22.95	20.80
March	23.45	20.30
April (up to and including the Latest Practicable Date)	24.40	22.40

#### (G) UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), currently intends to sell Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to sell any of the Shares held by him to the Company in the event that the Company is authorised to make repurchases of Shares.

#### (H) THE TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

In the event that the Share Repurchase Mandate is exercised in full and there are no new Shares issued by the Company, the aggregate shareholdings of COFCO Corporation and parties acting in concert with it, would be increased from approximately 28.06% to approximately 31.18% of the issued share capital of the Company as at the latest Practicable Date and such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Company has no present intention to exercise the Share Repurchase Mandate to such an extent that an obligation to make a mandatory offer under the Takeovers Code will be triggered. Save as aforesaid and as at the Latest Practicable Date, the Directors were not aware of any consequence which would arise under Rules 26 and 32 of the Takeovers Code as a result of any repurchase to be made under the Share Repurchase Mandate.

#### (I) SHARES PURCHASED BY THE COMPANY

The Company did not repurchase any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are details of the Directors who will retire at the conclusion of the Annual General Meeting and will be proposed to be re-elected at the Annual General Meeting.

**Ms. Sun Yiping, Executive Director**

Ms. Sun Yiping, aged 45, was appointed as the Chief Executive Officer and an executive Director of the Company in April 2012. Ms. Sun graduated from China Agricultural University (formerly known as Beijing Agricultural Engineering University) in 1993 with a bachelor's degree with specialisation in food engineering and a master's degree with specialisation in agricultural products processing engineering. She joined COFCO Group in 1993 and was involved in the management of COFCO's investment in Coca-cola bottling business. In 1997, she became the deputy general manager of Swire Guangdong Coca-Cola Limited and subsequently the general manager of Hainan Coca-Cola Beverages Co., Ltd. in 2002. Ms. Sun also concurrently became the general manager of Zhanjiang COFCO Coca-Cola Beverages Ltd. in 2005. Prior to joining the Group as Chief Executive Officer, Ms. Sun was the deputy general manager of COFCO Property (Group) Co., Ltd. and the general manager of COFCO Group (south-west region). Throughout her nearly 20 years of work experience, Ms. Sun has acquired extensive management experience in sales and marketing of brand food, processing of food and oil, and real estate in addition to which she has over 10 years of extensive management experience in the international consumable industry.

There is no service contract between Ms. Sun and the Company and her emoluments will be determined with reference to her duties and responsibilities in the Company and its subsidiaries (the "Group") and reviewed by the remuneration committee of the Company. She was appointed as Director for an initial period commencing 12 April 2012 until the Annual General Meeting at which she will be subject to re-election. Her directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, Ms. Sun has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Save as disclosed above, Ms. Sun does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and she does not have any interests in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

**Mr. Ning Gaoning, Non-Executive Director**

Mr. Ning Gaoning, aged 53, was appointed as a non-executive Director of the Company in August 2009 and the Chairman of the Board of Directors of the Company in June 2011. Mr. Ning is currently the chairman of COFCO Corporation and COFCO (Hong Kong) Limited, an executive director of China Foods Limited, a company listed in Hong Kong, a non-executive director of China Agri-Industries Holdings Limited, a company listed in Hong Kong, a non-executive director of CPMC Holdings Limited, a company listed in Hong Kong, and an independent director of Huayuan Property Co., Ltd., a company listed in Shanghai. Mr. Ning is also a director of BOC International Holdings Limited. Mr. Ning was a non-executive director of Lippo China Resources Limited, a company listed in Hong Kong, from December 1998 to August 2009 and a director of Smithfield Foods, Inc., a company listed in New York, from 27 August 2008 to 2 March 2011. Before joining COFCO Corporation, Mr. Ning held various positions such as vice-chairman, director and general manager of China Resources (Holdings) Company Limited. Mr. Ning has over 20 years of experience in corporate management, investment and corporate finance, business restructurings and governmental relations. Mr. Ning graduated from Shandong University in China with a Bachelor's degree in Economics and from the University of Pittsburgh in the United States with a Master of Business Administration degree in Finance.

Pursuant to the service contract entered into between the Company and Mr. Ning on 27 August 2009, Mr. Ning was appointed as a non-executive Director for a term of three years. The said service contract is terminable by either party by giving three months' notice. Mr. Ning is entitled to receive a director's fee of RMB100,000 per annum. 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 of the Company.

Save as disclosed above, Mr. Ning has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Save as disclosed above, Mr. Ning does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and he does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

**Mr. Yu Xubo, Non-Executive Director**

Mr. Yu Xubo, aged 46, was appointed as a non-executive Director of the Company in August 2009 and a Vice-Chairman of the Board of Directors of the Company in June 2011. Mr. Yu is currently the president of COFCO Corporation and a director of COFCO (Hong Kong) Limited, and also an executive director and chairman of China Agri-Industries Holdings Limited, a company listed in Hong Kong. Mr. Yu holds a Bachelor's degree in Economics from the University of International Business and Economics in Beijing and an Executive Master of Business Administration degree from China Europe International Business School.

Pursuant to the service contract entered into between the Company and Mr. Yu on 27 August 2009, Mr. Yu was appointed as a non-executive Director for a term of three years. The said service contract is terminable by either party by giving three months' notice. Mr. Yu is entitled to receive a director's fee of RMB100,000 per annum. 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 of the Company.

Save as disclosed above, Mr. Yu has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Save as disclosed above, Mr. Yu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and he does not have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

**Mr. Ma Jianping, Non-Executive Director**

Mr. Ma Jianping, aged 48, was appointed as a non-executive Director of the Company in August 2009. Mr. Ma is currently a vice president of COFCO Corporation. He is also a non-executive director of China Foods Limited, a company listed in Hong Kong, and a director of COFCO Property (Group) Co., Ltd., a company listed in Shenzhen. Mr. Ma graduated from the University of International Business and Economics in Beijing with a degree of Executive Master of Business Administration. Mr. Ma has extensive experience in corporate finance, investment, strategic planning and management and worked in Japan for over five years.

Pursuant to the service contract entered into between the Company and Mr. Ma on 27 August 2009, Mr. Ma was appointed as a non-executive Director for a term of three years. The said service contract is terminable by either party by giving three months' notice. Mr. Ma is entitled to receive a director's fee of RMB100,000 per annum. 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 of the Company.

Save as disclosed above, Mr. Ma has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Save as disclosed above, Mr. Ma does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and he does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

**Mr. Jiao Shuge (alias Jiao Zhen), Independent Non-Executive Director**

Mr. Jiao Shuge (alias Jiao Zhen), aged 46, was appointed as a non-executive Director of the Company in February 2004 and has been re-designated as an independent non-executive Director of the Company with effect from 12 April 2012. He is also a Vice-Chairman of the Board of Directors of the Company. Mr. Jiao joined the Group in September 2002 and is currently a director and Managing Partner of CDH China Management Company Limited. Mr. Jiao received a Bachelor's degree in Mathematics from Shandong University and a Master's degree in Engineering from the Ministry of Aeronautics and Astronautics. Currently, Mr. Jiao also serves as a non-executive director of China Yurun Food Group Limited and China Shanshui Cement Group Limited, both companies listed in Hong Kong and a director of Joyoung Company Limited, a company listed in Shenzhen.

Mr. Jiao does not currently have a service contract with the Company. His directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Jiao will be entitled to receive a director's fee of RMB120,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and will be reviewed by the remuneration committee of the Company.

Save as disclosed above, Mr. Jiao has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Mr. Jiao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and he does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

**Mr. Julian Juul Wolhardt, Independent Non-Executive Director**

Mr. Julian Juul Wolhardt, aged 38, joined the Group as a non-executive Director in January 2006 and has been re-designated as an independent non-executive Director of the Company with effect from 12 April 2012. Mr. Wolhardt is currently a partner of KKR Asia Limited focusing on private equity transactions in the Greater China region. Mr. Wolhardt is a CPA and CMA and received a B.S. with honors in Accounting from the University of Illinois (Urbana-Champaign) in the United States. Mr. Wolhardt currently serves as a non-executive director of China Modern Dairy Holdings Ltd., a company listed in Hong Kong.

Mr. Wolhardt does not currently have a service contract with the Company. His directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wolhardt will be entitled to receive a director's fee of RMB120,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and will be reviewed by the remuneration committee of the Company.

Save as disclosed above, Mr. Wolhardt has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Mr. Wolhardt does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and he does not have any interest in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

**Mr. Xie Tao, Independent Non-Executive Director**

Mr. Xie Tao, aged 48, was appointed as an independent non-executive Director of the Company in June 2011. Mr. Xie is the chief executive officer and a director of Agria Corporation, a company listed on the New York Stock Exchange. Mr. Xie is also an independent non-executive director of China Merchants China Direct Investments Limited, a company listed in Hong Kong, a director of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange, and an independent non-executive director of Tongyu Heavy Industry Ltd., a company listed on the Shenzhen Stock Exchange. Mr. Xie has previously been engaged in the advisory practice at PricewaterhouseCoopers for 22 years where he led the China market corporate finance practice of PricewaterhouseCoopers and served on the firm's management board. Mr. Xie has extensive experience in China related cross-border investments and M&A and corporate restructuring. Mr. Xie received his Bachelor's degree in physics from Beijing University in China and is a member of The Association of Chartered Certified Accountants.

There is no service contract between Mr. Xie and the Company. Mr. Xie is entitled to receive a director's fee of RMB120,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and reviewed by the remuneration committee of the Company. He is appointed as Director for an initial period commencing 10 June 2011 until the Annual General Meeting at which he will be subject to re-election. His directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, Mr. Xie has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Mr. Xie does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company and he does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Each of Ms. Sun Yiping, Mr. Ning Gaoning, Mr. Yu Xubo, Mr. Ma Jianping, Mr. Jiao Shuge, Mr. Julian Juul Wolhardt and Mr. Xie Tao has confirmed that there are no other matters that need to be brought to the attention of the shareholders in relation to their re-election and that no other information needs to be disclosed under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



**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 IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of the shareholders of China Mengniu Dairy Company Limited (the “**Company**”) will be held at Ballroom, 3rd Floor, JW Marriot Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 June 2012 at 10:00 a.m. for the following purposes:

1. To review and consider the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 December 2011.
2. To approve the proposed final dividend.
3. To re-elect the following directors and authorise the board of directors of the Company to fix their remuneration:
  - (a) Sun Yiping;
  - (b) Ning Gaoning;
  - (c) Yu Xubo;
  - (d) Ma Jianping;
  - (e) Jiao Shuge (alias Jiao Zhen);
  - (f) Julian Juul Wolhardt; and
  - (g) Xie Tao.
4. To re-appoint Ernst and Young as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

\* *For identification purpose only*

## NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

### ORDINARY RESOLUTIONS

5. **“THAT:**

(a) subject to paragraph (b) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase ordinary shares of HK\$0.10 each in the capital of the Company (**“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution number 5 set out in this notice of annual general meeting (**“Resolution 5”**) and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution 5:

“Relevant Period” means the period from the passing of this Resolution 5 until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; and

(iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

6. "THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution set out in this notice of annual general meeting ("**Resolution 6**") shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 6, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed of 20 per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 6, and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution 6:

"Relevant Period" means the period from the passing of this Resolution 6 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; and

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given to the Directors under this Resolution 6 by the passing of an ordinary resolution by the shareholders in general meeting.

“Rights Issue” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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

Hong Kong, 30 April 2012

*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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Annual 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 of the Company will be closed during the following periods:-
- (i) from Wednesday, 13 June 2012 to Friday, 15 June 2012, both days inclusive, for the purpose of ascertaining shareholders’ eligibility to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 12 June 2012; and
- (ii) from Thursday, 21 June 2012 to Friday, 22 June 2012, both days inclusive, for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at the address as set out in sub-paragraph (i) above not later than 4:30 p.m. on Wednesday, 20 June 2012.

## NOTICE OF ANNUAL GENERAL MEETING

- (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.
- (4) With reference to Resolution 3 above, Mr. Ning Gaoning, Mr. Yu Xubo, Mr. Ma Jianping, Mr. Jiao Shuge and Mr. Julian Juul Wolhardt will retire by rotation and, Ms. Sun Yiping and Mr. Xie Tao will also retire in accordance with the articles of association of the Company and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the circular dated 30 April 2012.
- (5) With reference to Resolutions 5 and 6 above, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares or warrants pursuant to the relevant mandate.