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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,
RE-APPOINTMENT OF AUDITORS,
PROPOSED FINAL DIVIDEND,
ADOPTION OF THE NEW SHARE OPTION SCHEME
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**”, together with its subsidiaries, the “**Group**”) to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:30 a.m. on Friday, 3 June 2016 (the “**Annual General Meeting**”) is set out on pages 21 to 24 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. Bai Ying
Mr. Ma Jianping[#] (*Chairman*)
Mr. Yu Xubo[#]
Mr. Niu Gensheng[#]
Ms. Liu Ding[#] (*Vice-Chairwoman*)
Mr. Tim Ørting Jørgensen[#]
Mr. Filip Kegels[#]
Mr. Jiao Shuge (alias Jiao Zhen)* (*Vice-Chairman*)
Mr. Julian Juul Wolhardt*
Mr. Zhang Xiaoya*
Mr. Wu Kwok Keung Andrew*
Dr. Liao Jianwen*

Registered Office:

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

Principal Place of Business in

Hong Kong:
Suites 801-2, 8th Floor
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Company Secretary:

Mr. Kwok Wai Cheong, Chris

[#] *Non-executive Director*

* *Independent Non-executive Director*

30 April 2016

To the shareholders

Dear Sir or Madam,

**GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
PROPOSED FINAL DIVIDEND,
ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

* *For identification purpose only*

LETTER FROM THE BOARD

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**”);
- (b) grant of the Share Repurchase Mandate (as defined below) for repurchase by the Company of the Shares;
- (c) re-election of the relevant retiring directors of the Company (the “**Directors**”) and to authorise the board of directors (the “**Board**”) to fix their remuneration;
- (d) re-appointment of Ernst & Young as the auditors of the Company and to authorise the Board to fix the remuneration of the auditors for the year ending 31 December 2016;
- (e) the payment of the final dividend for the year ended 31 December 2015; and
- (f) the proposed adoption of a new share option scheme of the Company.

1. General mandate to issue Shares

At the last annual general meeting of the Company held on 5 June 2015, a general mandate was granted to 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 hence 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 not exceeding 20% of the issued share capital of the Company on the date of passing the resolution approving the Share Issue Mandate (the “**Share Issue Mandate**”).

As at 22 April 2016, the latest practicable date prior to the printing of this circular (the “**Latest Practicable Date**”), 3,919,266,402 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 783,853,280 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 21 to 24 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**”).

LETTER FROM THE BOARD

2. General mandate to repurchase Shares

At the last annual general meeting of the Company held on 5 June 2015, 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 up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Repurchase Mandate (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 391,926,640 Shares.

An explanatory statement as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) 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; accordingly, Mr. Niu Gensheng, Ms. Liu Ding and Mr. Wu Kwok Keung Andrew will retire by rotation. Pursuant to article 95 of the Articles, Mr. Ma Jianping, Mr. Tim Ørting Jørgensen and Mr. Filip Kegels, whose appointment became effective on 19 February 2016, 1 April 2016 and 1 April 2016, respectively, will also retire. The abovementioned Directors will, being eligible, offer themselves for re-election at the Annual General Meeting.

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

4. Re-appointment of auditors

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint Ernst & Young as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix its remuneration for the year ending 31 December 2016.

LETTER FROM THE BOARD

5. Final Dividend

The Board has recommended a final dividend of RMB0.14 per Share to be payable on or around Wednesday, 22 June 2016 to the Shareholders whose names appear on the register of members of the Company on Friday, 10 June 2016 subject to approval by the Shareholders at the Annual General Meeting.

6. New Share Option Scheme

The share option scheme adopted by the Company on 28 June 2005 (the “**Old Share Option Scheme**”) has expired on 27 June 2015. In order to enable the Group to continue to offer valuable incentive to attract and retain quality personnel to work to increase the value of the Shares, the Board has proposed and recommended to the Shareholders to approve the adoption of a new share option scheme (the “**New Share Option Scheme**”). In order to achieve the aforementioned purpose, the Directors may specify at the time of the grant, the minimum period, if any, for which an option must be held or the performance targets, if any, that must be achieved before the option can be exercised.

Since the Old Share Option Scheme has expired on 27 June 2015, no further options may be granted under the Old Share Option Scheme but in all other respects, the options granted prior to such expiration will continue to be valid and exercisable in accordance with the rules of the Old Share Option Scheme notwithstanding the expiration. From the conclusion of the Annual General Meeting, subject to the granting by the Stock Exchange of the approval for the listing of, and the permission to deal in, the Shares to be allotted and issued upon exercise of the options granted under the New Share Option Scheme, the New Share Option Scheme will take effect. As at the Latest Practicable Date, the Company had not maintained any share option scheme other than the Old Share Option Scheme. The Directors are not aware of any Shareholder or his/her/its associate that is required under the Listing Rules to abstain from voting on the resolution to be proposed at the Annual General Meeting in relation to the adoption of the New Share Option Scheme.

As at the Latest Practicable Date, there were 3,919,266,402 Shares in issue. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date and the date of adoption of the New Share Option Scheme, the number of Shares issuable pursuant to the New Share Option Scheme will be 391,926,640 Shares, being 10% of the total number of Shares in issue on the date of adoption of the New Share Option Scheme, unless the Company obtains a fresh approval from the Shareholders to renew the 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Old Share Option Scheme, the New Share Option Scheme and any other option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time. As at the Latest Practicable Date, there were 39,794,730 outstanding share options granted and yet to be exercised under the Old Share Option Scheme.

LETTER FROM THE BOARD

The New Share Option Scheme is conditional upon:

- (i) the approval of the shareholders of the Company at a general meeting to be held; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the new Shares which may be issued and allotted pursuant to the exercise of options granted under the New Share Option Scheme up to 10% of the share capital of the Company in issue on the date of shareholders' approval of the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and the permission to deal in, the new Shares which may be issued and allotted pursuant to the New Share Option Scheme.

Any Shares issued and allotted pursuant to the New Share Option Scheme shall only be listed on the Stock Exchange and not on any other stock exchange.

The Directors consider that it is not appropriate to state the value of the options that may be granted pursuant to the New Share Option Scheme as if they had been granted on the Latest Practicable Date since a number of variables which are crucial for the calculation of the option value have not been determined. Such variables include, but are not limited to, the exercise price, exercise period and lock-up period (if any). The Directors believe that any calculation of the value of the options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

None of the Directors is a trustee of the New Share Option Scheme or has any direct or indirect interest in such trustee, if any.

A summary of the rules of the New Share Option Scheme is set out in Appendix III to this circular. A copy of the rules of the New Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at Suites 801-2, 8th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong during normal business hours from the date hereof up to and including the date of the Annual General Meeting, and at the Annual General Meeting.

7. Annual General Meeting

A notice convening the Annual General Meeting to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:30 a.m. on Friday, 3 June 2016 is set out on pages 21 to 24 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of the Share Issue Mandate and the Share Repurchase Mandate, the re-election of the Directors, the re-appointment of the auditors, the proposed final dividend and the proposed adoption of the New Share Option Scheme.

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

LETTER FROM THE BOARD

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.

8. Recommendation

The Directors believe that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the re-election of the Directors, the re-appointment of the auditors, the recommendation of the final dividend and the proposed adoption of the New Share Option Scheme 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.

9. Closure of Register of Members

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

- (i) from Wednesday, 1 June 2016 to Friday, 3 June 2016, 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, 31 May 2016; and
- (ii) on Friday, 10 June 2016, 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, 8 June 2016.

LETTER FROM THE BOARD

10. 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 3,919,266,402 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 391,926,640 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 the laws of the Cayman Islands 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 the laws of the Cayman Islands, 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 the laws of the Cayman Islands, 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 2015 (the “**2015 Annual Report**”). 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 HK\$	Lowest HK\$
2015		
April	25.50 (A)	19.25 (A)
May	22.78 (A)	19.90 (A)
June	22.22 (A)	18.15 (A)
July	19.70 (A)	16.68 (A)
August	17.25 (A)	13.40 (A)
September	14.43 (A)	12.00 (A)
October	16.08 (A)	13.93 (A)
November	14.70	12.26
December	13.28	12.16
2016		
January	12.66	10.50
February	11.98	10.68
March	12.72	10.70
April (up to and including the Latest Practicable Date)	13.80	11.72

Note: A=Adjusted due to the bonus issue by the Company which was announced on 4 September 2015 and completed on 30 October 2015

(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 close 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 core 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 Codes on Takeovers and Mergers and Share Buy-backs (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 ("COFCO") and parties acting in concert with it, would be increased from approximately 31.5% to approximately 35.0% 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 repurchased a total of 6,116,000 Shares at an aggregate purchase price of HK\$67,803,380 on the Stock Exchange in the six months prior to the Latest Practicable Date pursuant to mandate to repurchase Shares granted by the shareholders of the Company on 5 June 2015. Details of the repurchases of such Shares were as follows:

Date	Number of Shares repurchased	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>
12 January 2016	768,000	11.50	11.48
13 January 2016	1,000,000	11.50	11.42
14 January 2016	500,000	11.34	11.22
15 January 2016	1,000,000	10.86	10.84
23 March 2016	1,013,000	10.98	10.92
29 March 2016	1,835,000	10.90	10.78
	<u>6,116,000</u>		

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.

Mr. Niu Gensheng, Non-Executive Director

Mr. Niu Gensheng, aged 58, is a non-executive Director of the Company, one of the members in the team founding Yili Group, the founder of Inner Mongolia Mengniu and the founder of Laoni Foundation. Mr. Niu graduated from Inner Mongolia University with a degree in Administration and Management and obtained a Master's degree in Enterprise Management from the Chinese Academy of Social Sciences Graduate School. With his extensive experience and insights in China's dairy industry, Mr. Niu enjoys a 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, and was honoured the "2007 Hong Kong Bauhinia Award." Mr. Niu is devoted to charity. He was on the list of "China's Top 10 Philanthropists" published by the Ministry of Civil Affairs of the PRC in 2007 and ranked third in the "2007 Hurun Top 10 for Charity", and received the first and only "Lifetime Achievement in Philanthropy Award" presented by the "China Philanthropists List" in 2010. Mr. Niu was an independent non-executive director of Alibaba.com Limited, a company previously listed in Hong Kong and withdrawn from listing in June 2012, until 21 June 2012.

Mr. Niu has entered into a letter of appointment with the Company for a term of three years. 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. Niu is entitled to receive a director's fee of RMB150,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and prevailing market conditions and reviewed by the remuneration committee of the Company (the "Remuneration Committee").

Save as disclosed above, Mr. Niu 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. Niu 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 (the "SFO") as at the Latest Practicable Date.

Ms. Liu Ding, Non-Executive Director

Ms. Liu Ding, aged 61, was appointed as a non-executive Director and a vice-chairwoman of the Board of Directors of the Company in January 2013. Ms. Liu graduated from Beijing Normal University with a Bachelor's degree in History and holds an Executive Master degree in Business Administration from Cheung Kong Graduate School of Business. Ms. Liu was appointed as a non-executive director of China Foods Limited, a company listed in Hong Kong, on 28 March 2011. Ms. Liu joined COFCO in

April 2005 and is currently a director and the head of the Communist Party Discipline and Inspection Team of COFCO. Prior to joining COFCO, she was a deputy director of the Propaganda and Education Bureau of the Propaganda Department of the Chinese Communist Party. Ms. Liu has more than 20 years of experience in legal affairs, general management, governmental relations, public relations, corporate culture development, organisation development and propaganda and education.

Ms. Liu has entered into a letter of appointment with the Company for a term of three years. Her directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Ms. Liu is entitled to receive a director's fee of RMB150,000 per annum. Her emoluments are determined with reference to her duties and responsibilities in the Group and prevailing market conditions and reviewed by the Remuneration Committee.

Save as disclosed above, Ms. Liu 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. Liu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and she 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 SFO as at the Latest Practicable Date.

Mr. Wu Kwok Keung Andrew, Independent Non-Executive Director

Mr. Wu Kwok Keung Andrew, aged 62, was appointed as an independent non-executive Director of the Company in April 2013. Mr. Wu graduated from the University of Hong Kong with a Bachelor's degree in science in 1974. He worked for Ernst & Young for over 33 years before retiring from the firm in January 2010. He served as the managing partner of the Beijing office of Ernst & Young from 1997 to 2000, the Quality & Risk Management Leader of the China firm of Ernst & Young from 2004 to 2005, the managing partner of Assurance and Advisory Business Services ("AABS") for Greater China from 2005 to 2008, and the Far East managing partner of AABS from 2006 to 2007. Mr. Wu became a member of the management committee of the China firm of Ernst & Young in 2005. He was the regional managing partner of Hong Kong and Macau from July 2008 to December 2009. He is a fellow of the Association of Chartered Certified Accountants, United Kingdom and an associate of the Hong Kong Institute of Certified Public Accountants. Mr. Wu is an independent non-executive director, the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of SPT Energy Group Inc., a company listed in Hong Kong.

Mr. Wu has entered into a letter of appointment with the Company for a term of three years. 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. Wu is entitled to receive a director's fee of HK\$300,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and prevailing market conditions and reviewed by the Remuneration Committee.

Save as disclosed above, Mr. Wu 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. Wu 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 SFO as at the Latest Practicable Date.

Mr. Ma Jianping, Non-Executive Director

Mr. Ma Jianping, aged 52, was appointed as a non-executive Director of the Company and the Chairman of the Board of Directors of the Company in February 2016. He joined COFCO in 1986 and is currently a vice president and the director of the strategy department of COFCO. Mr. Ma holds several directorships in certain subsidiaries of COFCO, including the deputy managing director of COFCO (Hong Kong) Limited, chairman of COFCO Meats Investments Limited and a director of COFCO International Limited. Mr. Ma is also a non-executive director and the chairman of the board of China Foods Limited, a company listed in Hong Kong; a non-executive director of Joy City Property Limited, a company listed in Hong Kong; and a director of COFCO Property (Group) Co., Ltd., a company listed in Shenzhen. Mr. Ma was a non-executive director of the Company during the period from August 2009 to March 2014. Mr. Ma graduated from University of International Business and Economics and later obtained a degree of Executive Master of Business Administration from the same university and he has extensive experience in strategic planning, corporate finance, investment and M&A, and business management.

Mr. Ma has entered into a letter of appointment with the Company for a term of three years. 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. Ma is entitled to receive a director's fee of RMB150,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and prevailing market conditions and reviewed by the Remuneration Committee.

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, 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 SFO as at the Latest Practicable Date.

Mr. Tim Ørting Jørgensen, Non-Executive Director

Mr. Tim Ørting Jørgensen, aged 51, was appointed as a non-executive Director of the Company in April 2016. He was also a non-executive Director of the Company during the period from July 2012 to September 2013. Mr. Jørgensen graduated from Copenhagen Business School in 1991 with a Master of Economics degree, specialising in international strategy and marketing. He joined Arla Foods amba in 1991 and has held several management positions within Arla Foods amba's international business group, including a three-year position in the Middle East and a three-year position in Brazil. In 2005, he became the business group director for Arla Foods amba's Danish division and in 2007, he was appointed as executive vice president, with the overall responsibility for Arla Foods amba's international activities outside Scandinavia and the United Kingdom. In 2012, he was appointed to lead Arla Foods amba's newly established German/Dutch business group, with the clear objective of establishing Arla Foods amba as a leading dairy company in Germany through mergers and acquisitions. Throughout his 25 years in Arla Foods amba, Mr. Jørgensen has acquired extensive management experience within international sales, brand building, supply chain efficiency and general management. Mr. Jørgensen has especially been focused on growing the business significantly both organically and through acquisitions.

Mr. Jørgensen has entered into a letter of appointment with the Company for a term of three years. 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. Jørgensen is entitled to receive a director's fee of RMB150,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and prevailing market conditions and reviewed by the Remuneration Committee.

Save as disclosed above, Mr. Jørgensen 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. Jørgensen 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 SFO as at the Latest Practicable Date.

Mr. Filip Kegels, Non-Executive Director

Mr. Filip Kegels, aged 51, was appointed as a non-executive Director of the Company in April 2016. Mr. Kegels has 30 years of experience in the management of fast-moving consumer goods with outstanding performance particularly in sales, marketing, integrated management and international business management. Mr. Kegels graduated from Catholic University of Antwerp in 1986 with a Master in Economics and obtained a Master's degree in Management and Business Administration from University of Brussels in 1987. He joined Danone SA, a multi-national corporation and global leader in food products, including fresh dairy products and other health and nutrition food products and waters in 1987, where he was initially engaged in sales and marketing

activities in France and later became the general manager of various local and regional companies of Danone SA. Between 2010 and 2012, he was appointed as Chief Executive Officer of Danone Unimilk CIS, a merger between Danone and the Russian company and market leader in dairy products in CIS. In 2012, he became the General Manager for Danone Easter, Central and Northern Europe for the Fresh Dairy Division overseeing over 30 countries and with the objective to accelerate the profitable growth of that region. In 2014, Mr. Kegels was appointed Vice-President Danone Africa, Middle East and Asia-Pacific for the Fresh Dairy Division. Since 2015, Mr. Kegels has been Vice-President for Danone Asia and Pacific, India and Middle East and Non-Executive Chairman of Danone China and Japan for Fresh Dairy Products Division, in this role he is responsible for the strategy of the division in the aforementioned region. From December 2014 to July 2015, Mr. Kegels was a director of Centrale Danone, a company listed on the Casablanca Stock Exchange in Morocco. Mr. Kegels is currently a director of Inner Mongolia Mengniu Danone Dairy Co. Ltd, a joint venture which is owned by the Group and Danone Group as to 80% and 20%, respectively.

Mr. Kegels will enter into a letter of appointment with the Company for a term of three years. 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. Kegels is entitled to receive a director's fee of RMB150,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Group and prevailing market conditions and reviewed by the Remuneration Committee.

Save as disclosed above, Mr. Kegels 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. Kegels 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 SFO as at the Latest Practicable Date.

Each of Mr. Niu Gensheng, Ms. Liu Ding, Mr. Wu Kwok Keung Andrew, Mr. Ma Jianping, Mr. Tim Ørting Jørgensen and Mr. Filip Kegels 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.

(a) PURPOSE OF THE SCHEME

The purpose of this New Share Option Scheme is to provide an incentive for the quality personnel to work with commitment towards enhancing the value of the Company and its Shares for the benefit of its shareholders, and to maintain or attract business relationship with the quality personnel whose contributions are or may be beneficial to the growth of the Group.

(b) WHO MAY JOIN

The Directors may at their discretion grant options to:

- (i) any director or employee of the Group; or
- (ii) any supplier of goods or services to the Group; or
- (iii) any customer of the Group or any entity in which the Group holds any equity interest (“**Invested Entity**”) (a “**Qualifying Grantee**”); or
- (iv) any person or entity that provides research, development or technical support to the Group or any Invested Entity.

(c) PRICE OF SHARES

The subscription price of a Share in respect of any option granted under the New Share Option Scheme shall be (subject to adjustments as provided in the New Share Option Scheme) equal to the highest of (i) the nominal value of the Shares; (ii) the closing price per Share as stated in the Stock Exchange’s daily quotations sheet on the date of the grant of the option; and (iii) the average closing price per Share as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of the grant of the option. A consideration of HK\$1.00 is payable or acceptance of the offer of the grant of an option.

(d) MAXIMUM NUMBER OF SHARES

The maximum number of Shares which may be issued upon the exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10 per cent. of the share capital of the Company in issue at the date of shareholders’ approval of the New Share Option Scheme (the “**General Mandate Limit**”) provided that:

- (i) the Company may seek approval by shareholders in general meeting to refresh the General Mandate Limit up to 10 per cent. of the issued share capital of the Company at the date of the shareholders’ approval to refresh the limit; and

- (ii) the Company may seek separate shareholders' approval in general meeting to grant options beyond the General Mandate Limit provided that the options in excess of the General Mandate Limit are granted only to participants specifically identified by the Company before such approval is sought,

subject to the limitation that the maximum number of Shares which may be issued or issuable upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30 per cent. of the issued share capital of the Company from time to time.

As at the Latest Practicable Date, there were in issue of 3,919,266,402 Shares. If no further Shares are issued prior to the date of adoption of the New Share Option Scheme, options to subscribe for a total of 391,926,640 Shares may be issued under the New Share Option Scheme pursuant to the General Mandate Limit.

The maximum number of Shares (issued and to be issued) in respect of which options may be granted under the New Share Option Scheme to any one grantee in any 12-month period shall not exceed 1 per cent. of the share capital of the Company in issue unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules. The Company will issue a circular to the Shareholders which contain all the information as required under the Listing Rules.

(e) GRANT OF OPTIONS TO CONNECTED PERSONS

Any grant of options to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by all the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the option).

Where options are proposed to be granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates, and the proposed grant of options would result in the Shares issued and to be issued upon exercise of all options already granted (including options exercised, cancelled and outstanding) and to be granted to such person in the 12 month period up to and including the date of the grant of such options to represent in aggregate over 0.1 per cent. of the total issued Shares for the time being and have an aggregate value (based on the closing price of a Share at each date of the grant of these options) exceeding HK\$5,000,000, the proposed grant shall be subject to the approval of shareholders of the Company in general meeting in accordance with the requirements of the Listing Rules. The Company will issue a circular to its shareholders. All core connected persons will abstain from voting in favour at such general meeting.

(f) TIME OF EXERCISE OF OPTION

The holder of an option may subscribe for Shares during such period as may be determined by the Directors (which shall not be more than 10 years from the date of grant of the relevant option and may include the minimum period, if any, for which an option must be held before it can be exercised).

(g) PERFORMANCE TARGET

The Directors may, at their absolute discretion, specify at the time of the grant, the performance targets, if any, that must be achieved before the option can be exercised.

(h) RIGHTS ARE PERSONAL TO GRANTEE

An option may not be transferred or assigned and will be personal to the holder of the option.

(i) RIGHTS ON CEASING EMPLOYMENT

If a holder of an option retires in accordance with the terms of his employment, the holder may exercise the option within a period of 12 months or such longer period as the Board may determine.

(j) RIGHTS ON DEATH

If a holder of an option dies, the personal representatives of the holder may exercise the option within a period of 12 months thereafter or at the expiration of the relevant option period, whichever is earlier, failing which the option will lapse.

(k) RIGHTS ON DISMISSAL

If the holder of an option resigns or is dismissed from the employment of the Group, the holder may exercise the option within a period of one month thereafter, failing which the option will lapse.

(l) EFFECT OF ALTERATIONS TO CAPITAL

In the event of any alteration in the capital structure of the Company whilst any option remains exercisable, whether by way of capitalisation issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party), the number of Shares comprised in each option (so far as such option remains unexercised) and/or the option price shall be adjusted with corresponding alterations by the Board (having received a statement in writing from the auditors of the Company that in their opinion the adjustments proposed satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules), provided always that an option holder shall have the same proportion of the equity capital of the Company as that to which he was entitled

before such adjustments but no such adjustments may be made to the extent that a share would be issued at less than its nominal value.

(m) RIGHTS ON A GENERAL OFFER

If a general offer is made to the holders of Shares and the offer becomes or is declared unconditional during the option period, each holder of an option shall be entitled to exercise any option to the extent that it has not been so exercised but whether vested or not, any option at any time before the expiry of the period of 10 business days following the date on which the offer becomes or is declared unconditional.

(n) RIGHTS ON WINDING UP

If notice is duly given of a general meeting at which a resolution will be proposed for the voluntary winding-up of the Company or an order of court is made for the winding-up of the Company, every option outstanding to a holder (to the extent not already exercised but whether vested or not) by notice in writing to the Company within 15 business days after the date of such resolution, elect to be treated as if the option had been exercised immediately before the passing of the resolution.

(o) RIGHTS ON A COMPROMISE OR ARRANGEMENT

If a compromise or arrangement between the Company and its members or creditors is proposed, each holder of an option may exercise his option (to the extent not already exercised but whether vested or not) forthwith until the expiry of two calendar months thereafter or the date on which such compromise or arrangement is sanctioned by the Court, whichever is earlier, subject to such compromise or arrangement being sanctioned by the Court and becoming effective.

(p) RANKING OF SHARES

Shares allotted on the exercise of options will rank *pari passu* with the other Shares in issue on exercise of the relevant option except in respect of any dividend or other distribution previously resolved or announced to be paid before the date of allotment.

(q) PERIOD OF THE SCHEME

The New Share Option Scheme will remain in force for a period of 10 years from the date of adoption of the New Share Option Scheme.

(r) VARIATION

Except as allowed by the Listing Rules in effect from time to time or with the prior approval of shareholders in general meeting, no alteration shall be made to the provisions of the New Share Option Scheme relating to any of the above matters or of the terms or conditions of the New Share Option Scheme which are of a material nature or change the terms of options granted under the New Share Option Scheme, except where the alteration takes effect automatically under the existing terms of the New Share Option Scheme. The

Directors may terminate the New Share Option Scheme at any time, but options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the rules of such scheme.

(s) CANCELLATION OF UNEXERCISED OPTION

The Company may cancel an option granted under the New Share Option Scheme but not exercised with the approval of the holder of such option. If the Company cancels options and issues new ones to the same option holder, the issue of such new options may only be made under the New Share Option Scheme with available unissued options (excluding the cancelled options) within the limit approved by shareholders as mentioned in the paragraph headed “Maximum number of Shares” above.

(t) LAPSE OF OPTION

An option shall lapse automatically (to the extent not already exercised) on the earliest of (i) expiry of the option period; (ii) the expiry of any of the periods referred to in paragraphs (i), (j), (l), (n), (o), or as the case maybe, the time from which the option holder ceases to be a Qualifying Grantee pursuant to paragraph (k); (iii) the date on which the holder commits a breach of paragraph (h); (iv) where an option was granted subject to certain conditions, restrictions or limitations, the date on which the Board resolves that the holder has failed to satisfy or comply with such conditions, restrictions or limitations; (v) in respect of a holder being a consultant or adviser, the date on which the Board resolves that the consultant or adviser fails to comply with any provisions of the relevant contracts, or breaches its fiduciary duty under the common law; and (vi) the occurrence of such event or expiry of such period as may have been specifically provided for in the offer letter, if any.

(u) TERMINATION

On termination of the New Share Option Scheme by resolution of the Board before the period of the New Share Option Scheme and in such event no further options will be offered but the provisions of the New Share Option Scheme shall remain in force in all other respects. In particular, all options granted and accepted prior to the termination and yet to be exercised shall continue to be valid and exercisable in accordance with the terms of the New Share Option Scheme.

NOTICE OF ANNUAL GENERAL MEETING



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 the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:30 a.m. on Friday, 3 June 2016 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 2015.
2. To approve the proposed final dividend of RMB0.14 per share for the year ended 31 December 2015.
3. To re-elect the following directors and authorise the board of directors of the Company to fix their remuneration:
 - (a) Mr. Niu Gensheng;
 - (b) Ms. Liu Ding;
 - (c) Mr. Wu Kwok Keung Andrew;
 - (d) Mr. Ma Jianping;
 - (e) Mr. Tim Ørting Jørgensen; and
 - (f) Mr. Filip Kegels.
4. To re-appoint Ernst & Young as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2016.

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

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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.”

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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
- (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).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** the new share option scheme of the Company and the rules thereof (a copy of which has been exhibited to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted with effect from the date on which the conditions set out in Clause 3 of such rules are satisfied in full and that the directors of the Company be and are hereby authorised to implement such scheme and rules to grant options and to allot and issue shares of the Company pursuant thereto and to do all such things in accordance therewith.”

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

Hong Kong, 30 April 2016

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, 1 June 2016 to Friday, 3 June 2016 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, 31 May 2016; and
- (ii) on Friday, 10 June 2016, for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend of RMB0.14 per ordinary share of HK\$0.10 each in the capital of the Company for the year ended 31 December 2015. 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, 8 June 2016.
- (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. Niu Gensheng, Ms. Liu Ding, Mr. Wu Kwok Keung Andrew, Mr. Ma Jianping, Mr. Tim Ørting Jørgensen and Mr. Filip Kegels will retire by rotation. The abovementioned Directors will, 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 2016.