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蒙牛

CHINA MENGNIU DAIRY COMPANY LIMITED

中國蒙牛乳業有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2319)

EXTRAORDINARY GENERAL MEETING HELD ON 28 AUGUST 2017 – POLL RESULTS

At the extraordinary general meeting (the “**EGM**”) of China Mengniu Dairy Company Limited (the “**Company**”) held on 28 August 2017, the ordinary resolution as set out in the notice of EGM and the circular of the Company (the “**Circular**”) both dated 11 August 2017 was voted on by poll. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the number of issued share capital of the Company was 3,925,990,734 Shares. COFCO Dairy Investments Limited and its associates, which hold an aggregate of 1,234,500,758 Shares representing approximately 31.44% of the total number of issued Shares of the Company as at the date of the EGM, were required to abstain and did abstain from voting on the resolution proposed at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution proposed at the EGM was 2,691,489,976 Shares. There were no Shares entitling the Shareholders to vote only against the resolution proposed at the EGM.

* For identification purposes only

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

ORDINARY RESOLUTION	No. of Votes Cast (%)	
	FOR	AGAINST
<p>THAT (a) the Sale and Purchase Agreement dated 5 August 2017 (a copy of which is marked “A” and signed by the chairman of the EGM for the purpose of identification) entered into between the Company and COFCO Dairy Investments Limited with respect to the sale of 30,000,000 ordinary shares in China Modern Dairy Holdings Ltd. (stock code: 1117) for a consideration of HK\$41.4 million and all the transactions contemplated thereunder or in relation thereto be and are hereby approved, confirmed and/or ratified (as the case may be); and (b) any one or more of the directors and/or the company secretary of the Company be and is/are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder or in relation thereto.</p>	<p>1,992,195,911 (99.97%)</p>	<p>604,000 (0.03%)</p>

As the required majority of votes were cast in favour of the above resolution, this resolution was duly passed as an ordinary resolution and therefore, Condition (a) to Completion as referred to in the section headed “Conditions Precedent” in the announcement published by the Company dated 6 August 2017 has been satisfied.

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

Hong Kong, 28 August 2017

As at the date of this announcement, the Board comprises Mr. Jeffrey, Minfang Lu, Mr. Bai Ying and Ms. Wu Wenting as executive directors, Mr. Ma Jianping, Mr. Niu Gensheng, Mr. Tim Ørting Jørgensen and Mr. Filip Kegels as non-executive directors, Mr. Jiao Shuge (alias Jiao Zhen), Mr. Julian Juul Wolhardt, Mr. Zhang Xiaoya and Mr. Yau Ka Chi as independent non-executive directors.