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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)

**ISSUANCE OF EXCHANGEABLE BONDS BY CHINA MENGNIU
DAIRY COMPANY LIMITED EXCHANGEABLE INTO ORDINARY
SHARES OF CHINA MODERN DAIRY HOLDINGS LTD.**

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



The Board is pleased to announce that on 8 June 2023 (after trading hours), the Company entered into the Subscription Agreement with the Managers in connection with the issue of Bonds in the aggregate principal amount of HK\$650,000,000 by the Company which are exchangeable into CMD Shares.

A Bond may, during the exchange period, be exchanged for a pro rata share of the Exchange Property (subject to the right of the Company to make a Cash Election as described in the terms and conditions of the Bonds). Assuming the Bonds are fully exchanged into CMD Shares at the initial notional exchange price of HK\$1.1440 per CMD Share, the Bonds will be exchangeable into 568,181,818 CMD Shares (subject to adjustment), representing approximately 7.18% of the issued share capital of CMD as at the date of this announcement.

The Bonds will only be offered outside the United States in compliance with Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong and none of the Bonds will be placed to any connected persons of the Company.

The Company intends to use the net proceeds of the issue of the Bonds to refinance certain of its existing indebtedness.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issue to professional investors (as defined in Chapter 37 of the Listing Rules and in the SFO) only. Listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Bonds or the Company.

INTRODUCTION

The Board is pleased to announce that on 8 June 2023 (after trading hours), the Company entered into the Subscription Agreement with the Managers in connection with the issue of Bonds in the aggregate principal amount of HK\$650,000,000 by the Company which are exchangeable into CMD Shares.

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The Bonds will only be offered outside the United States in compliance with Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong and none of the Bonds will be placed to any connected persons of the Company.

THE SUBSCRIPTION AGREEMENT

Date

8 June 2023 (after trading hours)

Parties to the Subscription Agreement

- (a) the Company as issuer; and
- (b) the Managers as the managers.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Managers is an independent third party and not a connected person of the Company.

Conditions Precedent

Completion of the Subscription Agreement is conditional on the following conditions precedent:

- (a) the Managers being reasonably satisfied with the results of its due diligence investigations with respect to the Company and its subsidiaries and the Offering Circular shall have been prepared in form and content satisfactory to the Managers;
- (b) the execution and delivery (on or before the Closing Date) of the Trust Deed and the Agency Agreement, each in a form reasonably satisfactory to the Managers, by the respective parties;
- (c) on or prior to the Closing Date, there having been delivered to the Managers a copy of: (i) the currently effective memorandum and articles of association of the Company; and (ii) the resolutions of the Board authorising the execution of the Subscription Agreement, the Trust Deed and the Agency Agreement, the issue of the Bonds and the entry into and performance of the transactions contemplated;
- (d) on the date of the Subscription Agreement and on the Closing Date, there having been delivered to the Managers letters, in form and substance satisfactory to the Managers, dated the date of the Subscription Agreement in the case of the first letter and dated the Closing Date in the case of the subsequent letter, and addressed to the Managers from KPMG, auditors to the Company;

- (e) at the Closing Date: (i) the representations and warranties of the Company in the Subscription Agreement being true and accurate at, and as if made on such date; (ii) the Company having performed all of its obligations under the Subscription Agreement to be performed on or before such date; and (iii) there having been delivered to the Managers a certificate confirming no material adverse change, in the form attached to the Subscription Agreement, dated as of such date, of a duly authorised officer of the Company to such effect;
- (f) after the date of the Subscription Agreement and up to and on the Closing Date, there shall not have occurred any change (nor any development or event involving a prospective change), in the financial condition, prospects, earnings, results of operations or business of (i) the Company or of (ii) the Company and its subsidiaries taken as a whole, which, in the opinion of the Managers, is material and adverse in the context of the issue and offering of the Bonds;
- (g) on or prior to the Closing Date there shall have been delivered to the Managers copies of all consents and approvals required in relation to the issue of the Bonds and the performance of its obligations under the Trust Deed, the Agency Agreement and the Bonds (including the consents and approvals (if any) required from all lenders);
- (h) there having been delivered to the Managers a certificate of no default in the form attached to the Subscription Agreement dated the Closing Date, of a duly authorised officer of the Company;
- (i) on the Closing Date, there having been delivered to the Managers an officer's certificate in the form attached to the Subscription Agreement dated the Closing Date, of a duly authorised officer of the Company;
- (j) the Stock Exchange having agreed, subject to any conditions reasonably satisfactory to the Managers, to list the Bonds (or, in each case, the Managers being reasonably satisfied that such listing will be granted);
- (k) on or prior to the Closing Date, there having been delivered to the Managers a copy of the pre-issuance registration certificate in respect of, among other things, the issue of the Bonds evidencing the registration of the issue of the Bonds with the NDRC;
- (l) on or before the Closing Date, there having been agreed and final or substantially complete draft delivered to the Managers, in form and substance satisfactory to the Managers, the CSRC Filings (as defined in the Subscription Agreement), including but not limited to:
 - (i) the CSRC Filing Report (as defined in the Subscription Agreement), including the letter of undertaking from the Issuer;

- (ii) legal opinions of Junhe LLP, legal advisers to the Issuer as to PRC law, to be submitted to the CSRC; and
 - (iii) any other supporting documents relating to the CSRC Filing Report required by the CSRC;
- (m) on or before the Closing Date, there having been delivered to the Managers opinions, in form and substance satisfactory to the Managers, dated the Closing Date, of legal advisers to the Company and the Managers as required under the Subscription Agreement;
- (n) on or before the Closing Date, there having been delivered to the Managers the executed copies of the fee letters referred to in the Subscription Agreement dated the Closing Date; and
- (o) such other resolutions, consents, authorities, and documents relating to the issue of the Bonds, as the Managers may reasonably require;

The Managers may, at their discretion and upon such terms as they think fit, waive compliance with the whole or any part of the conditions precedent above.

Completion of the Subscription Agreement

Completion of the Subscription Agreement and the issuance of the Bonds shall take place on 15 June 2023, or such later date, not being later than 29 June 2023, as the Company and the Managers may agree.

Termination

The Managers may, by notice to the Company given at any time prior to payment of the net subscription monies for the Bonds to the Company, terminate the Subscription Agreement in any of the following circumstances:

- (a) if there shall have come to the notice of the Managers any breach of, or any event rendering untrue or incorrect in any respect, any of the warranties and representations contained in the Subscription Agreement or any failure to perform any of the Company's undertakings or agreements in the Subscription Agreement;
- (b) if any of the conditions precedent specified in the Subscription Agreement has not been satisfied or waived by the Managers on or prior to the Closing Date;
- (c) if in the opinion of the Managers, there shall have been, since the date of the Subscription Agreement, any change, or any development involving a prospective change, in national or international monetary, financial, political or economic conditions (including any disruption to trading generally, or trading in any securities of the Company or CMD on any stock exchange or in any over-the-counter market) or currency exchange rates or foreign exchange controls such as would in the

Managers' reasonable opinion, be likely to prejudice materially the success of the offering and distribution of the Bonds or dealings in the Bonds in the secondary market;

- (d) if, in the reasonable opinion of the Managers, there shall have occurred any of the following events: (i) a suspension or a material limitation in trading in securities generally on the New York Stock Exchange, the London Stock Exchange plc, and/or the Stock Exchange; (ii) a suspension (to the extent such suspension is other than in the ordinary course of business of CMD) or a material limitation in trading in CMD's securities on the Stock Exchange; (iii) a general moratorium on commercial banking activities in the United States, Hong Kong, the European Union and/or the United Kingdom declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in the United States, Hong Kong, the European Union or the United Kingdom; or (iv) a change in taxation affecting the Company, the Bonds and the CMD Shares or the transfer thereof, which would in the Managers' reasonable opinion be likely to prejudice materially the success of the offering and distribution of the Bonds or dealings in the Bonds in the secondary market; or
- (e) if, in the opinion of the Managers, since the date of the Subscription Agreement, there shall have occurred any event or series of events (including the occurrence of any local, national or international outbreak or escalation of disaster, hostility, insurrection, armed conflict, act of terrorism, act of God or epidemic) as would in the Managers' reasonable opinion be likely to prejudice materially the success of the offering and distribution of the Bonds or dealings in the Bonds in the secondary market.

PRINCIPAL TERMS OF THE BONDS

Set out below is a summary of the principal terms of the Bonds.

Issuer:	China Mengniu Dairy Company Limited
Principal Amount:	HK\$650,000,000
Form and Denomination of the Bonds:	The Bonds will be issued in registered form in the denominations of HK\$2,000,000 and integral multiples of HK\$1,000,000 in excess thereof
Issue Price:	The Bonds will be issued at 100.00% of the principal amount

- Interest: The Bonds bear interest on their outstanding principal amount from and including 15 June 2023 at the rate of 4.50% per annum payable semi-annually in arrear in equal instalments of HK\$22,500 per Calculation Amount on 15 December and 15 June in each year (each an “**Interest Payment Date**”), beginning on 15 December 2023.
- Maturity Date: 15 June 2026
- Ranking of the Bonds: The Bonds will constitute direct, unconditional, unsubordinated and, subject to negative pledge provisions therein, unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by applicable law, at all times rank at least equally with all of its other present and future unsecured and unsubordinated obligations of the Company.
- Exchange Right: Subject to the right of the Company to make a Cash Election, each Bondholder will have the right, subject to any applicable laws and regulations and in the manner described in the Conditions, to exchange a Bond at any time during the Exchange Period referred to below for a pro rata share of the Exchange Property as at the relevant Exchange Date (as defined in the Conditions).
- Cash Election: Upon the exercise of Exchange Rights by a Bondholder on or after 15 June 2025, the Company may make an election (a “**Cash Election**”) by giving notice to the relevant Bondholders by not later than the date (the “**Cash Election Exercise Date**”) falling five business days in Hong Kong following the relevant Exchange Date, with a copy to the Trustee, the Principal Agent and the Registrar, to satisfy the exercise of the Exchange Right in respect of the relevant Bonds, in whole or in part, and where in part, by reference to either (a) the principal amount of the Bonds in respect of which the Cash Election is being exercised, or (b) a maximum amount in Hong Kong dollars to be paid upon exercise of the Cash Election, by making payment, or procuring that payment is made, to the relevant Bondholder of the Cash Alternative Amount instead of delivering the pro rata share of the Exchange Property, together with any other amounts payable by the Company to such Bondholder pursuant to the Conditions in respect of, or relating to, the relevant exercise of Exchange Rights.

- Exchange Period: Subject to and upon compliance with the Conditions, the Exchange Right attaching to any Bond may be exercised by the holder thereof at any time on or after 26 July 2023 and up to the close of business (at the place where the certificate representing such Bond is deposited for exchange) on the date which falls 10 days prior to the Maturity Date (or, if such date shall not be a business day at the place where the certificate representing the Bond is to be delivered, the immediately preceding business day at such place) or if such Bond shall have been called for redemption prior to the Maturity Date, then up to the close of business (at the place aforesaid) on the date which falls 10 days prior to the date fixed for redemption thereof (or, if such date shall not be a business day at the place where the certificate representing the Bond is to be delivered, the immediately preceding business day at such place).
- Exchange Property: The Exchange Property shall initially comprise 568,181,818 CMD Shares, deposited in the Deposit Accounts (as defined in the Conditions) in accordance with the Conditions, and shall include all Relevant Securities and other property arising out of or derived or resulting therefrom and such other property, in each case as may be deemed or required to comprise all or part of the Exchange Property pursuant to the Conditions, but excluding any such property as may or may be deemed to have ceased to form part of the Exchange Property.
- Number of CMD Shares Exchangeable: Subject to the right of the Company to make a Cash Election, on the exercise of Exchange Rights, Bondholders will initially be entitled to receive 874,125 CMD Shares for each HK\$1,000,000 principal amount of Bonds (subject to adjustment pursuant to the Conditions).
- Ranking of CMD Shares: The CMD Shares forming part of the Exchange Property to be delivered on exercise of the Exchange Rights will be fully paid and will rank *pari passu* with all fully paid CMD Shares of the same class in issue on the relevant Exchange Date.
- Adjustments to the Exchange Property: The Bonds will contain provisions for the adjustment of the Exchange Property in the event of the occurrence of certain events including, among others, sub-division, consolidation or redenomination, rights issues, bonus issues, capital distributions and reorganisations. The Bonds will also contain provisions for the adjustment of the Exchange Property in relation to general offers, as further described in the Conditions.

Redemption:

(1) Redemption at maturity

Unless previously redeemed, exchanged or purchased and cancelled as provided in the Conditions, the Company will redeem the Bonds on the Maturity Date at its principal amount together with interest accrued but unpaid thereon to such date.

(2) Redemption for taxation reasons

At any time the Company may, having given not less than 30 nor more than 60 days' notice to the Trustee and the Principal Agent and to the Bondholders in accordance with the Conditions (which notice will be irrevocable), redeem the Bonds in whole but not in part at their principal amount, together with interest accrued but unpaid thereon to but excluding the date fixed for redemption if

- (i) the Company has or will become obliged to pay additional tax amounts as provided or referred to in the Conditions as a result of any change in, amendment or non-renewal of, or judicial decision relating to, the law or regulations of the PRC, Hong Kong, the Cayman Islands or any political subdivision or any authority thereof or therein or having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 8 June 2023, and
- (ii) such obligation cannot be avoided by the Company taking reasonable measures available to it, provided that no such notice of redemption will be given earlier than 90 days before the earliest date on which the Company would be obligated to pay such additional tax amounts were a payment in respect of the Bonds then due; provided further, that no such redemption may be made such that the redemption date therefor is set during a suspension period as defined in the Conditions.

(3) Redemption at the option of the Company

The Bonds may be redeemed at the option of the Company at their principal amount, together with interest accrued but unpaid thereon to but excluding the relevant date fixed for redemption:

- (i) in whole but not in part, at any time from and including 29 June 2025 to but excluding the Maturity Date, provided that the Value (as defined in the Conditions) of the Exchange Property on each of 20 out of 30 consecutive trading days the last day of which period occurs no more than five trading days immediately prior to the date on which the relevant notice of redemption is given by the Company to the Bondholders shall have exceeded 130% of the aggregate principal amount of the Bonds outstanding on such trading day (excluding for this purpose the face value of any Bonds in respect of which Exchange Rights have been exercised by a Bondholder but the Exchange Property (or any cash payment in respect thereof) has not yet been delivered and excluding from the Exchange Property such undelivered (or unpaid) Exchange Property); or
- (ii) in whole but not in part, at any time, if prior to the date on which the relevant notice of redemption is given by the Company less than 10% in aggregate principal amount of the Bonds originally issued is outstanding.

(4) Redemption at the Option of the Bondholders

On 15 June 2025 (the “**Put Option Date**”), the holder of each Bond will have the right at such holder’s option, to require the Company to redeem all or some only of the Bonds of such holder on the Put Option Date at their principal amount, together with interest accrued but unpaid thereon to but excluding the Put Option Date.

- (5) Redemption at the Option of Bondholders upon delisting, suspension of trading or a change of control

The holder of each Bond will have the right, at such holder's option, to require the Company to redeem all or some only of such holder's Bonds on the Relevant Event Redemption Date at their principal amount, together with interest accrued but unpaid thereon to but excluding the Relevant Event Redemption Date (as defined in the Conditions), following the occurrence of:

- (i) when the CMD Shares cease to be listed or admitted to trading or are suspended from trading for a period exceeding 30 consecutive trading days on the Stock Exchange (and if applicable, the Alternative Stock Exchange); or
- (ii) when there is a change of control of the Company and/or CMD pursuant to the terms of the Bonds.

Purchase: The Company or any of its principal subsidiaries or affiliates may at any time and from time to time purchase the Bonds at any price in the open market or otherwise.

Cancellation: All Bonds redeemed or purchased by the Company or any of its principal subsidiaries or affiliates will be surrendered for cancellation.

Negative Pledge: For so long as any Bond remains outstanding (as defined in the Trust Deed) and except for any issuance of debt or convertible securities or any other similar transaction by the Company for the purpose of providing incentive to the management and/or employees of the Company and/or its subsidiaries, the Company will not, and the Company will ensure that none of its principal subsidiaries (other than a listed subsidiary) will, create any encumbrance or permit to exist any encumbrance to secure any Relevant Indebtedness as specified in the terms of the Bonds, or to secure any guarantee or indemnity in respect of any Relevant Indebtedness, without at the same time or prior thereto according to the Bonds either (i) the same security as is created or subsisting to secure any such Relevant Indebtedness, guarantee or indemnity or (ii) such other security as either the Trustee shall in its absolute discretion deem not materially less beneficial to the interest of the Bondholders or shall be approved by an extraordinary resolution of the Bondholders.

SECURITIES LENDING AGREEMENT

In connection with the issuance of the Bonds, the Company, as lender, has entered into the Securities Lending Agreement with BOCI Financial Products Limited pursuant to which the Company agrees to lend to BOCI Financial Products Limited up to 568,181,818 CMD Shares in aggregate, which represent approximately 7.18% of the issued share capital of CMD as at the date of this announcement.

NDRC CERTIFICATE

In accordance with the Administrative Measures for the Examination and Registration of Medium- and Long- Term Foreign Debt of Enterprises (企業中長期外債審核登記管理辦法(國家發展和改革委員會令第56號)) issued by the NDRC which came into effect on 10 February 2023, the Company has registered the issuance of the Bonds with the NDRC and obtained the NDRC Certificate.

REASON FOR THE ISSUE OF THE BONDS AND USE OF PROCEEDS OF THE BONDS

The Directors are of the view that the issue of the Bonds enables the Company to reduce its financing cost.

The Company intends to use the net proceeds of the issue of the Bonds to refinance certain of its existing indebtedness.

LISTING OF THE BONDS

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issue to professional investors (as defined in Chapter 37 of the Listing Rules and in the SFO) only. Listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Bonds or the Company.

EFFECT ON THE SHAREHOLDING STRUCTURE OF CMD

Assuming that no CMD Shares will be issued by CMD, to the best knowledge of the Company, the shareholdings of CMD as at the date of this announcement and as a result of full exchange of the Bonds are as follows:

	As at the date of this announcement		Assuming the Bonds are fully exchanged into CMD Shares at the initial Exchange Price	
	Number of CMD Shares	Approximate %	Number of CMD Shares	Approximate %
Substantial Shareholders				
The Company ⁽¹⁾	1,246,079,369	15.74%	677,897,551	8.56%
Future Discovery Limited ⁽²⁾	3,214,962,513	40.62%	3,214,962,513	40.62%
Sub-total	4,461,041,882	56.36%	3,892,860,064	49.18%
Jinmu Holdings Co., Ltd. ⁽³⁾	221,581,733	2.80%	221,581,733	2.80%
GGG Holdings Limited	635,345,763	8.03%	635,345,763	8.03%
Nam Tung (Macao) Investment Limited	1,500,000	0.02%	1,500,000	0.02%
Directors and Chief Executives				
Zhu, Xiaohui ⁽⁴⁾	6,808,593	0.09%	6,808,593	0.09%
Sun, Yugang ⁽⁴⁾	12,038,287	0.15%	12,038,287	0.15%
Public Shareholders	<u>2,577,345,790</u>	<u>32.56%</u>	<u>3,145,527,608</u>	<u>39.74%</u>
Total	<u><u>7,915,662,048</u></u>	<u><u>100%</u></u>	<u><u>7,915,662,048</u></u>	<u><u>100%</u></u>

Notes:

- Among which 542,053,596 shares of the Company have been lent to BOCI Financial Products Limited pursuant to a securities lending agreement dated 17 June 2020 entered into between the Company as lender and BOCI Financial Products Limited as borrower, and up to 568,181,818 shares of the Company are subject to a securities lending agreement dated 8 June 2023 entered into between the Company as lender and BOCI Financial Products Limited as borrower.
- The interests refer to the same parcel of underlying shares in the Company. Future Discovery Limited is a subsidiary of the Company.
- Ms. Lina Gao, a former executive director of CMD, holds approximately 49.12% of the interests in Jinmu Holdings Co., Ltd.
- Both Mr. Zhu Xiaohui and Mr. Sun Yugang are executive directors of CMD.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Agency Agreement”	an agency agreement to be entered into between the Company, the Trustee, Citibank, N.A., London Branch as the principal paying agent, principal exchange agent and principal transfer agent, Citibank Europe plc as the registrar in relation to the Bonds
“Alternative Stock Exchange”	in the case of the CMD Shares, if they are not at that time listed and traded on the Stock Exchange, the principal stock exchange or securities market as shall have been approved by an Extraordinary Resolution (as defined in the Trust Deed) and on which the CMD Shares are then listed or quoted or dealt in
“Board”	the board of directors of the Company
“BNP”	BNP Paribas Securities (Asia) Limited
“BOCI”	BOCI Asia Limited
“Bondholder”	holder of the Bonds
“Bonds”	the 4.50% exchangeable bonds due 2026 in the principal amount of HK\$650,000,000 to be issued by the Company
“Calculation Amount”	HK\$1,000,000 in principal amount of the Bonds
“Cash Alternative Amount”	a sum in Hong Kong dollars equal to the average of the Value (as defined in the Conditions) on each trading day in the Cash Alternative Calculation Period of the relevant pro rata share of the Exchange Property which, had a Cash Election not been made, would otherwise fall to be delivered to such Bondholder upon exercise of Exchange Rights in respect of the relevant Bonds
“Cash Alternative Calculation Period”	the period of five consecutive trading days commencing on the second trading day immediately following the Cash Election Exercise Date
“Closing Date”	the date on which the Bonds will be issued

“CMD”	China Modern Dairy Holdings Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1117)
“CMD Shares”	ordinary share(s) of par value of HK\$0.10 each in the share capital of CMD
“Company”	China Mengniu Dairy Company Limited (中國蒙牛乳業有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2319)
“Conditions”	the terms and conditions of the Bonds
“connected person”	has the meaning ascribed to it under the Listing Rules
“CSRC”	the China Securities Regulatory Commission
“Directors”	directors of the Company
“Exchange Property”	initially comprises 568,181,818 CMD Shares, deposited in the Deposit Accounts (as defined in the Conditions) in accordance with the Conditions and shall include all Relevant Securities and other property arising out of or derived or resulting therefrom and such other property, in each case as may be deemed or required to comprise all or part of the Exchange Property pursuant to the Conditions, but excluding any such property as may or may be deemed to have ceased to form part of the Exchange Property
“Exchange Right”	The right of a Bondholder to exchange a Bond for Exchange Property (or, as the case may be, exchange a Bond for payment of the Cash Alternative Amount pursuant to the Conditions)
“Future Discovery”	Future Discovery Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Managers”	BOCI and BNP

“Maturity Date”	15 June 2026
“NDRC”	the National Development and Reform Commission of the PRC
“NDRC Certificate”	the certificate issued by the NDRC on 29 March 2023, in respect of, among other things, the issue of the Bonds
“Offering Circular”	the offering circular to be issued in connection with the issue of the Bonds
“PRC”	the People’s Republic of China excluding except where the context otherwise requires, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Principal Agent”	Citibank N.A., London Branch
“Registrar”	Citibank Europe plc
“Relevant Indebtedness”	any indebtedness issued outside the PRC which is in the form of, or represented or evidenced by, bonds, notes, debentures, loan stock or other securities which for the time being are, or are intended to be or capable of being, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market
“Relevant Securities”	shares or other securities (including without limitation any options, warrants, convertible bonds, evidence of indebtedness or rights to subscribe or purchase shares or other securities) included in the Exchange Property from time to time
“Securities Act”	the United States Securities Act of 1933, as amended
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Securities Lending Agreement”	a securities lending agreement dated 8 June 2023 entered into between the Company as lender and BOCI Financial Products Limited as borrower for the lending of up to 568,181,818 CMD Shares in aggregate, as amended and/or supplemented from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 8 June 2023 entered into among the Company and the Managers in relation to the subscription and offering of the Bonds

“Trust Deed”	a trust deed to be entered into between the Company and the Trustee in relation to the Bonds
“Trustee”	Citicorp International Limited
“%”	per cent

By order of the Board
China Mengniu Dairy Company Limited
Jeffrey, Minfang Lu
Chief Executive Officer and Executive Director

Hong Kong, 9 June 2023

As at the date of this announcement, the Board comprises Mr. Jeffrey, Minfang Lu, Ms. Wang Yan and Mr. Zhang Ping as executive directors; Mr. Chen Lang, Mr. Wang Xi and Mr. Simon Dominic Stevens as non-executive directors; and Mr. Yih Dieter (alias Yih Lai Tak, Dieter), Mr. Li Michael Hankin and Mr. Ge Jun as independent non-executive directors.

* *For identification purpose only*