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现代牧业

**China Modern Dairy Holdings Ltd.**

**中國現代牧業控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1117)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of the shareholders of China Modern Dairy Holdings Ltd. (the “**Company**”) will be held at Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, August 1, 2016 at 11:00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated June 16, 2016 entered into between China Modern Dairy Holdings Ltd. (the “**Company**”) as purchaser and Mr. ZUO Weilin, Mr. YANG Jingchao, Mr. GUO Hanqing, Mr. SUN Yongping and Mr. LIU Yanbin as sellers (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) in relation to the acquisition of 45% equity interest in Modern Farm (Anhui) Dairy Product Sales Co., Ltd., the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to completion of the Sale and Purchase Agreement, the allotment and issue of 338,602,205 new ordinary shares (“**Shares**”) at the issue price of HK\$1.46 per Share by the Company in accordance with the terms and conditions of the Sale and Purchase Agreement be and are hereby approved; and
- (c) the directors of the Company (“**Directors**”) be and are hereby authorized to do all such acts and things, to make, sign, execute and deliver such documents or agreements or deeds or instruments on behalf of the Company (and, where necessary, to affix the seal of the Company on them in accordance with the amended and restated articles of association of the Company) and to do such other things and to do and take all such actions, steps, deeds and things in such manner and to sign all documents as they may deem necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection

with the Sale and Purchase Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement) as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

Yours faithfully,  
For and on behalf of the Board,  
**China Modern Dairy Holdings Ltd.**  
**Ms. GAO LINA**  
*Deputy Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, July 15, 2016

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be delivered to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Completion and delivery of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish. In such event, the proxy form previously submitted shall be deemed to be revoked.

3. In case of joint shareholding, the senior joint shareholder, whether in person or by proxy, will alone be entitled to vote, with his/her vote being accepted to the exclusion of the votes of any other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. Shareholders whose names appear on the register of members of the Company on Monday, August 1, 2016 are entitled to attend and vote at the meeting. The register of members of the Company will be closed from Thursday, July 28, 2016 to Monday, August 1, 2016, both days inclusive, and during such period no share transfer will be registered. In order to qualify for voting at the meeting convened by the above notice, properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, July 27, 2016, for registration.

5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
  
6. As at the date hereof, the executive Directors are Ms. GAO Lina, Mr. HAN Chunlin and Mr. SUN Yugang, the non-executive Directors are Mr. YU Xubo, Mr. WOLHARDT Julian Juul, Mr. HUI Chi Kin Max and Mr. ZHANG Ping, the independent non-executive Directors are Prof. LI Shengli, Mr. LEE Kong Wai Conway, Mr. KANG Yan and Mr. ZOU Fei.