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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON AUGUST 1, 2016**

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM held on August 1, 2016.

Reference is made to the circular (the “**Circular**”) incorporating the notice of extraordinary general meeting (the “**Notice**”) of China Modern Dairy Holdings Ltd. (the “**Company**”) dated July 15, 2016 in relation to, among other things, the Sale and Purchase Agreement and the issue of the Consideration Shares pursuant to the Specific Mandate. Unless the context requires otherwise, terms used herein shall have the same meanings as in the Circular.

Poll Results of the EGM

The Board is pleased to announce that all resolutions were duly passed by the Shareholders attending and voting by way of poll at the EGM held on August 1, 2016. The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares in the capital of the Company was 5,304,767,883 Shares. None of the Shareholders were required to abstain from voting at the EGM. Accordingly, there were a total of 5,304,767,883 Shares, representing the entire issued share capital of the Company, entitling the

Shareholders to attend and vote for or against the resolutions proposed at the EGM. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the EGM. The poll results in respect of the respective resolutions were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)		TOTAL NUMBER OF VOTES
		FOR	AGAINST	
(a)	To approve, ratify and confirm the Sale and Purchase Agreement, the terms thereof and the transactions contemplated thereunder.	3,660,401,129 (99.139018%)	31,789,109 (0.860982%)	3,692,190,238 (100%)
(b)	To approve, subject to completion of the Sale and Purchase Agreement, the allotment and issue of the Consideration 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.	3,660,399,129 (99.138963%)	31,791,109 (0.861037%)	3,692,190,238 (100%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)		TOTAL NUMBER OF VOTES
		FOR	AGAINST	
(c)	To authorize the Directors 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.	3,660,401,129 (99.139018%)	31,789,109 (0.860982%)	3,692,190,238 (100%)

On behalf of the Board
China Modern Dairy Holdings Ltd.
Ms. GAO Lina
*Deputy Chairman, Chief Executive Officer
and Executive Officer*

Hong Kong, August 1, 2016

As of the date of this announcement, 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.