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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)**

**(1) APPOINTMENT AND RESIGNATION OF DIRECTORS**

**(2) CHANGE OF CHAIRMAN**

**(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board of the Company is pleased to announce that following the completion of the Offers, with effect from 29 March 2017:

1. each of Mr. Hui, Mr. Yu and Mr. Sun has resigned as a non-executive Director of the Company;
2. Mr. Zou has resigned as an independent non-executive Director of the Company;
3. each of Mr. Wen and Mr. Lu has been appointed as a non-executive Director of the Company;
4. Mr. Yu ceased to be the chairman of the Board and Mr. Lu has been appointed as the chairman of the Board;
5. Mr. Hui and Mr. Zou ceased to be members of the Audit Committee. Mr. Kang and Mr. Wolhardt will be appointed as members of the Audit Committee;
6. Mr. Zou ceased to be a member of the Remuneration Committee. Mr. Wolhardt resigned as a member of the Remuneration Committee. Mr. Kang and Mr. Zhang will be appointed as members of the Remuneration Committee;
7. Mr. Kang resigned as the chairman of the Nomination Committee but remains as a member of it. Mr. Li resigned as a member of the Nomination Committee. Mr. Lu will be appointed as the chairman of the Nomination Committee; and
8. Mr. Zou ceased to be a member of the Strategy and Development Committee. Mr. Li resigned as the chairman of the Strategy and Development Committee but remains as a member of it. Ms. Gao will be appointed as the chairman of the Strategy and Development Committee. Mr. Wen will be appointed as a member of the Strategy and Development Committee.

The board of directors (the “**Board**”, each a “**Director**”) of China Modern Dairy Holdings (the “**Company**”) is pleased to announce the following board composition changes following the completion of the unconditional mandatory cash offers by UBS AG and DBS Asia Capital Limited for and on behalf of China Mengniu Dairy Company Limited (HKSE: 2319) (“**Mengniu**”) to acquire all the issued shares in the Company (other than those already owned or agreed to be acquired by the Company and parties acting in concert with it) and for cancellation of all outstanding options in the Company (the “**Offers**”), all with effect from 29 March 2017.

## **I. RESIGNATION OF DIRECTORS**

Each of Mr. HUI Chi Kin Max (“**Mr. Hui**”), Mr. YU Xubo (“**Mr. Yu**”) and Mr. SUN Yugang (“**Mr. Sun**”) has tendered his resignation as a non-executive Director of the Company.

Mr. ZOU Fei (“**Mr. Zou**”) has tendered his resignation as an independent non-executive Director of the Company.

The above resignation will take effect from 29 March 2017. Mr. Hui, Mr. Yu, Mr. Sun and Mr. Zou have all confirmed that the reason for their resignation is the completion of the Offers. They have confirmed that they have no disagreement with the Board and that there are no matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank all of them for their valuable contributions to the Company during their terms of office.

## **II. APPOINTMENT OF DIRECTORS**

With effect from 29 March 2017, each of Mr. WEN Yongping (“**Mr. Wen**”) and Mr. LU Minfang (“**Mr. Lu**”) has been appointed as a non-executive Director of the Company. Set out below are the biographical details of each of these newly appointed Directors.

### **Mr. Wen**

Mr. WEN Yongping (溫永平), aged 42, is the assistant vice president of Mengniu and the general manager of the milk sources business department of Mengniu. Mengniu is the controlling shareholder of the Company. Mr. Wen joined Mengniu in 1999 and has held various managerial positions since then. Mr. Wen obtained a master’s degree in agriculture study specializing in agriculture marketing in 2009 from Inner Mongolia Agricultural University (內蒙古農業大學). Mr. Wen obtained an EMBA degree from Peking University (北京大學) in 2011.

In connection with his appointment as Director, Mr. Wen will enter into a letter of appointment with the Company for a term of three years commencing from 29 March 2017 and is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company. According to Mr. Wen's letter of appointment, he is not entitled to any remuneration.

#### **Mr. Lu**

Mr. LU Minfang (盧敏放), aged 48, is the executive director and chief executive officer of Mengniu and is a member of the strategy and development committee of Mengniu. Mengniu is the controlling shareholder of the Company. Mr. Lu is also the chairman and a non-executive director of Yashili International Holdings Ltd (HKSE: 1230) (“**Yashili**”), a subsidiary of the Mengniu. He was the chief executive officer and executive director of Yashili before his appointment as chairman of the board of directors of Yashili. Mr. Lu has been the Vice President (Greater China) of Danone Early Life Nutrition Greater China and has been with the Danone Group and Dumex Baby Food Co. Ltd. for over 10 years. During his tenure at the Danone Group, Mr. Lu demonstrated strong strategic business and market planning capabilities. With strong leadership, management skills and in-depth knowledge of markets, Mr. Lu contributed significantly to the success of the Danone Group's baby nutrition business in China. Prior to joining the Danone Group, Mr. Lu spent nine years with Johnson & Johnson (China) Company Limited and approximately four years with General Electric Company (China). Mr. Lu has over 18 years of experience in sales and marketing and has been serving in general manager or executive level roles for over seven years. Mr. Lu has extensive experience in the management of fast moving consumer products and dairy companies and has an excellent grasp and the in-depth knowledge of the PRC market. Mr. Lu obtained his bachelor's degree from Fudan University in Shanghai.

In connection with his appointment as Director, Mr. Lu will enter into a letter of appointment with the Company for a term of three years commencing from 29 March 2017 and is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company. According to Mr. Lu's letter of appointment, he is not entitled to any remuneration.

Save as disclosed above, each of Mr. Wen and Mr. Lu has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years, and does not hold any other positions in the Company or its subsidiaries.

Apart from the relationship arising from Mr. Wen's and Mr. Lu's directorship in the Company, each of Mr. Wen and Mr. Lu does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company or have no other major appointments and professional qualifications.

As at the date of this announcement, each of Mr. Wen and Mr. Lu does not have any interest in or is not deemed to be interested in any shares or underlying shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Saved as disclosed above, in relation to the appointment of Mr. Wen and Mr. Lu, there is no other information which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Wen and Mr. Lu on their appointment as the non-executive Directors of the Company.

### **III. CHANGE OF CHAIRMAN**

As a result of his resignation as a non-executive Director of the Company, Mr. Yu also ceased to be the chairman of the Board with effect from 29 March 2017.

Mr. Lu has been appointed as the chairman of the Board in place of Mr. Yu with effect from 29 March 2017.

### **IV. CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the change of the Directors, with effect from 29 March 2017, the composition of the board committees has changed as follows:

1. As a result of Mr. Hui's resignation as a non-executive Director of the Company and Mr. Zou's resignation as an independent non-executive Director of the Company, both Mr. Hui and Mr. Zou also ceased to be the members of the audit committee of the Company (the "**Audit Committee**"). Mr. KANG Yan ("**Mr. Kang**") and Mr. WOLHARDT Julian Juul ("**Mr. Wolhardt**") will be appointed as members of the Audit Committee.

As a result, with effect from 29 March 2017, the Audit Committee comprises Mr. LEE Kong Wai Conway ("**Mr. Lee**") (chairman), Mr. Kang and Mr. Wolhardt.

2. As a result of Mr. Zou’s resignation as an independent non-executive Director of the Company, he also ceased to be a member of the remuneration committee of the Company (the “**Remuneration Committee**”). Mr. Wolhardt resigned as a member of the Remuneration Committee. Mr. Kang and Mr. ZHANG Ping (“**Mr. Zhang**”) will be appointed as members of the Remuneration Committee.

As a result, with effect from 29 March 2017, the Remuneration Committee comprises Mr. LI Shengli (“**Mr. Li**”) (chairman), Mr. Kang and Mr. Zhang.

3. Mr. Kang resigned as the chairman of the nomination committee of the Company (the “**Nomination Committee**”) but remains as a member of it. Mr. Li resigned as a member of the Nomination Committee. Mr. Lu will be appointed as the chairman of the Nomination Committee.

Accordingly, with effect from 29 March 2017, the Nomination Committee comprises Mr. Lu (chairman), Mr. Lee and Mr. Kang.

4. As a result of Mr. Zou’s resignation as an independent non-executive Director of the Company, he also ceased to be a member of the strategy and development committee of the Company (the “**Strategy and Development Committee**”). Mr. Li resigned as the chairman of the Strategy and Development Committee but remains as a member of it. Ms. GAO Lina (“**Ms. Gao**”) will be appointed as the chairman of the Strategy and Development Committee. Mr. Wen will be appointed as a member of the Strategy and Development Committee.

As a result, with effect from 29 March 2017, the Strategy and Development Committee comprises Ms. Gao (chairman), Mr. Li, Mr. Wolhardt and Mr. Wen.

By order of the board of directors  
**China Modern Dairy Holdings Ltd.**  
**Ms. GAO Lina**  
*Deputy Chairman,*  
*Chief Executive Officer and*  
*Executive Director*

Hong Kong, 28 March 2017

*As of the date of this announcement, the executive directors are Ms. GAO Lina and Mr. HAN Chunlin, the non-executive directors are Mr. SUN Yugang, Mr. YU Xubo, Mr. WOLHARDT Julian Juul, Mr. HUI Chi Kin Max and Mr. ZHANG Ping, the independent non-executive directors are Mr. LI Shengli, Mr. LEE Kong Wai Conway, Mr. ZOU Fei and Mr. KANG Yan.*

*\* for identification purpose only*