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MODERN FARMING
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 Marina Room II, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, March 2, 2018 at 10:00 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 Share Transfer Agreements (as defined in the circular of the Company dated February 12, 2018, hereinafter referred to as the “**Circular**”) entered into between Modern Farming (Group) Co., Ltd. (現代牧業(集團)有限公司) as seller and Inner Mongolia Mengniu Dairy (Group) Company Limited (內蒙古蒙牛乳業(集團)股份有限公司) as buyer dated January 22, 2017 (a copy of which is tabled at the Meeting and marked “A” and initialed by the chairman of the Meeting for identification purpose) in relation to the Disposal (as defined in the Circular) be and are hereby approved, ratified and confirmed;
- (b) the board of directors of the Company be and is hereby authorized to take all such actions as it considers necessary or desirable to implement and give effect to the Share Transfer Agreements and the implementation on of all the transactions contemplated thereunder including, without limitation, the Disposal.”

By order of the board of
China Modern Dairy Holdings Ltd.
LU Minfang
Chairman

Hong Kong, February 12, 2018

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 needs 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 deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
3. Completion and return 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.
4. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the 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.
5. Shareholders whose names appear on the register of members of the Company on Friday, March 2, 2018 are entitled to attend and vote at the Meeting. The register of members of the Company will be closed from Thursday, March 1, 2018 to Friday, March 2, 2018, 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 branch share registrar, Computershare Hong Kong Investor Services Limited at 17M, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, February 28, 2018, for registration.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As of the date of this announcement, the executive directors are Ms. GAO Lina and Mr. HAN Chunlin, the non-executive directors are Mr. LU Minfang, Mr. WOLHARDT Julian Juul, Mr. ZHANG Ping and Mr. WEN Yongping, the independent non-executive directors are Mr. LI Shengli, Mr. LEE Kong Wai Conway and Mr. KANG Yan.

** for identification purpose only*