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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 the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, June 8, 2022 at 9:30 a.m. (or as soon as after the annual general meeting of the Company to be held at the same place on the same date at 8:45 a.m. shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated May 16, 2022 (the “**Circular**”):

### **ORDINARY RESOLUTION**

#### **Resolution in relation to the Equity Transfer Agreement and the Acquisition**

1. “**THAT:**

- (a) the Equity Transfer Agreement dated March 15, 2022 entered into among the Company, the Shareholders Sellers and Aiyangniu Technology in relation to the acquisition of 75% equity interests in Aiyangniu Technology, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the 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 Equity Transfer 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 Equity Transfer Agreement) as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

Yours faithfully,  
By Order of the Board,  
**China Modern Dairy Holdings Ltd.**  
**Mr. LU Minfang**  
*Chairman*

Hong Kong, May 16, 2022

*Notes:*

1. Mengniu, BOCI Financial Products Limited and any other Shareholder who has a material interest in, is interested in or is involved in the Equity Transfer Agreement or the Acquisition and the transactions contemplated thereunder and their respective associates will be required to abstain from voting in respect of ordinary resolution no. 1.
2. 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.
3. 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.

4. 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.
5. Shareholders whose names appear on the register of members of the Company on Wednesday, June 8, 2022 are entitled to attend and vote at the meeting. The register of members of the Company will be closed from Thursday, June 2, 2022 to Wednesday, June 8, 2022, 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, June 1, 2022, 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.
7. As of the date of this notice, the executive Directors are Mr. SUN Yugang and Mr. ZHU Xiaohui, the non-executive Directors are Mr. LU Minfang (Chairman), Mr. ZHAO Jiejun, Mr. ZHANG Ping, and Ms. GAN Lu, and the independent non-executive Directors are Mr. LI Shengli, Mr. LEE Kong Wai, Conway and Mr. CHOW Ming Sang.

## **PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)**

Considering the current coronavirus (COVID-19) situation, the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the EGM:

- (a) mandatory body temperature screening;
- (b) mandatory wearing of surgical face masks; and
- (c) no provision of refreshments, food nor beverage.

For the safety of the attendees at the EGM, seating at the EGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for Shareholders to attend the EGM. Shareholders attending the EGM may be denied entry into or required to leave the venue if any safety regulation or precautionary measures above cannot be complied with.

**Shareholders could consider exercising their right to vote at the EGM by appointing the chairman of the EGM as their proxy to vote and returning the form of proxy instead of attending the EGM in person.**

Subject to the development of the COVID-19 situation, the Company may implement further precautionary measures for the EGM. The attendees of the EGM are urged to view the respective websites of the Company at <http://www.moderndairyir.com/en/index.htm> and the HKEXnews of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> for future arrangement of the EGM.