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China Feihe Limited

中國飛鶴有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6186)

**CHANGE OF JOINT COMPANY SECRETARY
AND PROCESS AGENT
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

CHANGE OF JOINT COMPANY SECRETARY AND PROCESS AGENT

The board (the “**Board**”) of directors (the “**Directors**”) of China Feihe Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that due to the resignation of Ms. CHAN Wai Ling (陳蕙玲) (“**Ms. Chan**”), she has ceased to act as a joint company secretary of the Company (the “**Joint Company Secretary**”) and an agent (the “**Process Agent**”) for acceptance of service of process and notices on behalf of the Company in Hong Kong under Rule 19.05(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 29 August 2022. Ms. Chan has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board further announces that Ms. LEE Mei Yi (李美儀) (“**Ms. Lee**”) has been appointed as the Joint Company Secretary and the sole Process Agent with effect from 29 August 2022.

The biographical details of Ms. Judy Fong-Yee TU (涂芳而) (“**Ms. Tu**”), the other existing Joint Company Secretary, and Ms. Lee are set out below:

Ms. Tu has been a Director and a vice president of the Company since June 2013, a Joint Company Secretary since July 2017, and was re-designated as an executive Director in April 2017. She joined Heilongjiang Feihe Dairy Co., Limited (“**Feihe HLJ**”), a wholly-owned subsidiary of the Company, in October 2006 and has been a vice president of Feihe HLJ since then. Ms. Tu has been a director of Vitamin World USA Corporation, a wholly-owned subsidiary of the Company, since June 2018. Ms. Tu has been extensively involved in the international business development and capital market matters of the Group, including the listing of Flying Crane U.S. on the NYSE in 2009, the privatization of Flying Crane U.S. in 2013, the establishment of Feihe Nutrition Laboratory with Beth Israel Deaconess Medical Center of Harvard Medical School in 2014, the Group’s expansion in Canada in 2015, the acquisition of the retail health care business of Vitamin World in 2018, and the listing of the Company on the Stock Exchange in 2019.

Ms. Tu obtained a bachelor’s degree of arts in mass communications and political science with a minor in Asian studies from the University of California, Berkeley in the United States in May 1999, and a Juris Doctor degree from Loyola Law School in the United States in May 2006. She was admitted to the State Bar of California in December 2006 and is a licensed attorney in the State of California, the United States.

Ms. Lee has over 25 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. She is an executive director of Corporate Services of Tricor Services Limited. Ms. Lee is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Reference is made to the waiver granted to the Company by the Stock Exchange (the “**Waiver**”) from strict compliance with the requirements under Rule 3.28 and Rule 8.17 of the Listing Rules in respect of the eligibility of Ms. Tu to act as a Joint Company Secretary during the three-year period from 13 November 2019 (being the date of listing of the Company) to 12 November 2022 (the “**Waiver Period**”), on the condition that Ms. Tu would be assisted by Ms. Chan, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period and the Waiver would be revoked if Ms. Chan ceases to be a Joint Company Secretary.

The Company is of the view that, by virtue of Ms. Tu's extensive experience in corporate governance matters, compliance affairs and her positions as an executive Director and a vice president of the Company, Ms. Tu is best positioned to act as a Joint Company Secretary from both the perspective of the Company's internal needs as well as the compliance with the Listing Rules. However, Ms. Tu currently does not possess the relevant qualification or experience as required under Rule 3.28 of the Listing Rules and her appointment as a company secretary alone does not strictly comply with the requirements under Rule 3.28 of the Listing Rules. The Company has therefore appointed Ms. Lee who possesses the qualifications as set out in Rule 3.28 of the Listing Rules as a Joint Company Secretary to assist Ms. Tu in discharging her functions as company secretary of the Company and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a new waiver (the "**New Waiver**") from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver (the "**Remaining Waiver Period**") on the condition that:

- (i) Ms. Tu will be assisted by Ms. Lee during the Remaining Waiver Period; and
- (ii) the New Waiver will be revoked if there are material breaches of the Listing Rules by the Company.

The Stock Exchange may withdraw or change the New Waiver if the Company's situation changes. Before the end of the Remaining Waiver Period, the Company must demonstrate and seek the confirmation from the Stock Exchange that Ms. Tu, having had the benefit of Ms. Lee's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to express its gratitude to Ms. Chan for her valuable contributions to the Company and take the opportunity to express its welcome to Ms. Lee on her appointment.

By order of the Board
China Feihe Limited
LENG Youbin
Chairman

Beijing, the PRC, 29 August 2022

As at the date of this announcement, our executive directors are Mr. LENG Youbin, Mr. LIU Hua, Mr. CAI Fangliang and Ms. Judy Fong-Yee TU; our non-executive directors are Mr. GAO Yu, Mr. Kingsley Kwok King CHAN and Mr. CHEUNG Kwok Wah; and our independent non-executive directors are Ms. LIU Jinping, Mr. SONG Jianwu, Mr. FAN Yonghong and Mr. Jacques Maurice LAFORGE.