

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2014 (the “Prospectus”) issued by China Shengmu Organic Milk Limited (the “Company”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia).*

*This announcement is not an offer to sell, or a solicitation of an offer to buy or subscribe for any securities (the “Shares”) of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company has not intended and does not intend to make any public offer of the Shares in the United States.*

*In connection with the Global Offering, Goldman Sachs (Asia) L.L.C., as stabilizing manager (the “Stabilizing Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Potential investors should be aware that stabilizing actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on the 30th day after the last date for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken and demand for the Shares and the price of the Shares could fall.*

# CHINA SHENGMU ORGANIC MILK LIMITED

## 中國聖牧有機奶業有限公司

*(Incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

Total Number of Offer Shares under the Global Offering	:	444,800,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	44,480,000 Shares (subject to adjustment)
Number of International Offer Shares	:	400,320,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	:	Not more than HK\$2.95 per Share and expected to be not less than HK\$2.39 per Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal Value	:	HK\$0.00001 per Share
Stock Code	:	1432

*Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*



**Goldman  
Sachs**

*Joint Bookrunners and Joint Lead Managers (in alphabetical order)*



*Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (i) the Global Offering and the Capitalization Issue (including the additional shares which may be issued upon the exercise of the Over-allotment Option); and (ii) the exercise of the options which have been granted under the Pre-IPO Share Option Scheme and may be granted under the Share Option Scheme.*

*The Global Offering comprises the Hong Kong Public Offering of initially 44,480,000 Shares, representing 10% of the total number of Shares initially being offered in the Global Offering (subject to adjustment), and the International Offering of initially 400,320,000 Shares, representing 90% of the total number of Shares initially being offered in the Global Offering (subject to adjustment and the Over-allotment Option). The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as stated in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offering” in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators on behalf of the International Underwriters, to require the Company to allot and issue up to 66,720,000 additional Offer Shares, representing approximately 15% of the initial Offer Shares. In the event the Over-allotment Option is exercised, an announcement will be made by the Company and the announcement will be available at the websites of the Company at [www.youjimilk.com](http://www.youjimilk.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*

*The Offer Price will not be more than HK\$2.95 per Offer Share and is expected to be not less than HK\$2.39 per Offer Share. Applicants for Hong Kong Public Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.95 for each Offer Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.95 per Offer Share.*

**Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO.**

Applicants who would like to be allocated the Hong Kong Public Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO** White Form Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO** White Form service.

Applicants who would like to have the allocated Hong Kong Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 June 2014 to 12:00 noon on Monday, 7 July 2014 at:

1. BOCI Asia Limited, 26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong
2. Goldman Sachs (Asia) L.L.C., 68th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong
3. Any one of the following branches of:

**Bank of China (Hong Kong) Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
	409 Hennessy Road Branch	409-415 Hennessy Road, Wan Chai
<b>Kowloon</b>	194 Cheung Sha Wan Road Branch	194-196 Cheung Sha Wan Road, Sham Shui Po
	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	Lam Tin Branch	Shop 12, 49 Kai Tin Road, Lam Tin
<b>New Territories</b>	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long

## **Wing Lung Bank, Limited**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Aberdeen Branch	201 Aberdeen Main Road
	Johnston Road Branch	118 Johnston Road
<b>Kowloon</b>	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
<b>New Territories</b>	Tsuen Wan Branch	251 Sha Tsui Road

## **Bank of Communications Co., Ltd. Hong Kong Branch**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	North Point Sub-Branch	442-444 King's Road, North Point
<b>Kowloon</b>	Hunghom Sub-Branch	Flat/Rm A6, G/F., Wing Kwai Building, 1-3 Tak Man Street, Whampoa Estate
<b>New Territories</b>	Sheung Shui Sub-Branch	Shops 1010-1014, G/F., Sheung Shui Centre Shopping Arcade, Sheung Shui
	Tiu Keng Leng Sub-branch	Unit L2-064 & 065, Metro Town Shopping Mall, 8 King Ling Road, Tiu Keng Leng

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 June 2014 to 12:00 noon on Monday, 7 July 2014 at the Depository Counter of **HKSCC** at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stock broker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — China Shengmu Public Offer" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

**Monday, 30 June 2014 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 2 July 2014 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 3 July 2014 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 4 July 2014 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 5 July 2014 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 7 July 2014 — 9:00 a.m. to 12:00 noon**

**Applicants applying by HK eIPO** White Form may submit their applications through the **HK eIPO** White Form Service at **www.hkeipo.hk** (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 30 June 2014 to 11:30 a.m. on Monday, 7 July 2014 or such later date as described in the section headed "How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 30 June 2014 until 12:00 noon on Monday, 7 July 2014.

Please refer to the "Structure and Conditions of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares" sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering, result of applications and the basis of allocation of the

Hong Kong Public Offer Shares on Monday, 14 July 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company's website at [www.youjimilk.com](http://www.youjimilk.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) under the Hong Kong Public Offering will be available in the manners as specified in the section headed "How to Apply for Hong Kong Public Offer Shares — Publication of Results" in the Prospectus from Monday, 14 July 2014.

The Company will not issue temporary documents of title or receipt for application money paid. No receipt will be issued for application monies received. Share certificates will only become valid at 8:00 a.m. in Hong Kong on Tuesday, 15 July 2014 provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting — Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised. It is expected that dealings in the Offer Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 15 July 2014. Our Shares will be traded in board lots of 1,000 Shares each under the stock code "1432".

By Order of the Board of  
**China Shengmu Organic Milk Limited**  
**Yao Tongshan**  
*Chairman and executive Director*

Hong Kong, 30 June 2014

*As at the date of this announcement, the Board of Directors of the Company comprises Yao Tongshan, Wu Jianye, Cui Ruicheng and Gao Lingfeng, as executive Directors; Wu Jingshui, Fan Xiang, Cui Guiyong and Sun Qian, as non-executive Directors; Wong Kun Kau, Li Changqing, Ge Xiaoping and Yuan Qing, as independent non-executive Directors.*