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CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED

中國中地乳業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1492)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China ZhongDi Dairy Holdings Company Limited (the “**Company**”) will be held at the Conference Room, 10th Floor, Block A, Times Fortune Compound, No. A6 Shuguang Xili, Chaoyang District, Beijing, the People’s Republic of China on Wednesday, 4 November 2020 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company. Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 15 October 2020.

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the raw fresh milk supply framework agreement (the “**Raw Fresh Milk Supply Framework Agreement**”) dated 4 September 2020 entered into by the Company and Yili Industrial Group Co., Ltd. (“**Yili Industrial**”) in relation to the sale of raw fresh milk by the Company, its subsidiaries and associates (the “**Group**”) to the Yili Industrial, its subsidiaries and associate(s) (“**Yili Group**”) for a term commencing from the date of its consideration and approval at the EGM to 31 December 2022, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022 be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors of the Company be and is/are hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Raw Fresh Milk Supply Framework Agreement, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022.”

2. **“THAT**

- (a) the materials procurement framework agreement (the **“Materials Procurement Framework Agreement”**) dated 4 September 2020 entered into by the Company and Inner Mongolia Youran Dairy Co., Ltd. (**“Youran Dairy”**) in relation to the purchase of materials by the Group from Youran Dairy, its subsidiaries and associate(s) for a term commencing from the date of its consideration and approval at the EGM to 31 December 2022, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022 be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors of the Company be and is/are hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Materials Procurement Framework Agreement, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022.”

3. **“THAT**

- (a) the financial and factoring services framework agreement (the **“Financial and Factoring Services Framework Agreement”**) dated 4 September 2020 entered into by the Company and Yili Industrial in relation to the provision of financial and factoring services by Yili Group to the Group for a term commencing from the date of its consideration and approval at the EGM to 31 December 2022, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022 be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors of the Company be and is/are hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Financial and Factoring Services Framework Agreement, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022.”

On behalf of the Board
China ZhongDi Dairy Holdings Company Limited
Zhang Jianshe
Chairman

Hong Kong, 15 October 2020

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or, if holding two or more shares of the Company, more than one proxy (who must be an individual) to attend and on a poll, vote instead of him. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares of the Company in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

On a show of hands, every shareholder of the Company who is present in person (or, in the case of a corporation, by its duly authorised representative) shall have one vote. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder of the Company being a corporation, by its duly authorized representative shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong 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 the holding of the EGM or any adjournment thereof (i.e. not later than 10:30 a.m. on Monday, 2 November 2020). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 30 October 2020 to Wednesday, 4 November 2020, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 29 October 2020.
5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Zhang Jianshe and Mr. Zhang Kaizhan as executive Directors; Mr. Liu Dai, Mr. Du Yuchen, Mr. Li Jian and Ms. Yu Tianhua as non-executive Directors; and Prof. Li Shengli, Dr. Zhang Shengli and Mr. Zhang Juying Jerry as independent non-executive Directors.