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CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED

中國中地乳業控股有限公司

(A company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1492)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 2 DECEMBER 2020 AND UPDATES ON THE SHARE SUBSCRIPTION AGREEMENT AND THE OFFER

Reference is made to (i) the notice of EGM of China ZhongDi Dairy Holdings Company Limited (the “**Company**”) dated 11 November 2020 (the “**Notice**”); (ii) the circular of the Company dated 11 November 2020 (the “**Circular**”); and (iii) the joint announcement dated 27 September 2020 (the “**Rule 3.5 Announcement**”) jointly issued by Wholesome Harvest Limited (the “**Offeror**”) and the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolution set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on Wednesday, 2 December 2020 at the Conference Room, 10th Floor, Block A, Times Fortune Compound, No. A6 Shuguang Xili, Chaoyang District, Beijing, the People’s Republic of China.

The number of issued Shares as at the date of the EGM was 2,606,719,522 Shares. As disclosed in the Circular, the Offeror Concert Group, being Wholesome Harvest Limited, Jingang Trade, Mr. Zhang Jianshe, YeGu Investment, Green Farmlands, Mr. Zhang Kaizhan, SiYuan Investment and respective parties acting in concert with each of them or party as specified and as determined in accordance with the Takeovers Code, which held 1,201,979,522 Shares in aggregate (representing approximately 46.11% of the total issued share capital of the Company), had material interest in the Share Subscription and therefore were required to abstain from voting on the resolution at the EGM. Save as disclosed above, none of the Shareholders had any material interest in the matters to be approved at the EGM and accordingly, none of the Shareholders was required to abstain from voting on the resolution at the EGM. Accordingly, the Independent Shareholders, holding a total of 1,404,740,000 Shares and representing approximately 53.89% of the issued share capital of the Company, were entitled to attend the EGM and vote for or against the resolution proposed at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules.

Details of the poll results in respect of the resolution set out in the Notice and proposed at the EGM were as follows:

ORDINARY RESOLUTION		NUMBER OF VOTES (Approximate %)	
		For	Against
1.	To approve the subscription of 2,606,719,522 shares of Wholesome Harvest Limited (as issuer) by the Subscribers pursuant to the share subscription agreement dated 27 September 2020 entered into between the aforementioned parties, which constitutes a special deal under the Takeovers Code.	1,057,626,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the resolution set out above at the EGM, the resolution was duly passed as an ordinary resolution of the Company. For details of the aforesaid resolution, the Shareholders may refer to the Circular and the Notice.

Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, acted as the scrutineer for vote-taking at the EGM.

UPDATES ON THE SHARE SUBSCRIPTION AGREEMENT AND THE OFFER

As disclosed in the Rule 3.5 Announcement, the making of the Offer is conditional upon the Completion which is in turn subject to the fulfillment or waiver (as the case may be) of conditions precedent (the “**Conditions**”) as set out under the section headed “Conditions precedents to the Share Subscription Agreement” in the Rule 3.5 Announcement.

On 20 November 2020, the Executive has conditionally granted its consent to the special deal (i.e. the Share Subscription), subject to the special deal being approved by the Independent Shareholders at the EGM to be taken on a poll. Therefore, the Company wishes to update its Shareholders and potential investors that, as at the date of this announcement, Conditions (i) and (ii) have been fulfilled and Conditions (iii), (iv) and (v) have not been satisfied or waived (where applicable).

As disclosed in the Rule 3.5 Announcement, the Completion shall take place within ten (10) Business days after all Conditions are satisfied (or waived, where applicable), or any other date as may be agreed by the Offeror and the Subscribers. Further, the latest time for the despatch of the Composite Document would be within seven (7) days after the date of Completion or 18 January 2021, whichever is earlier.

WARNING

The making of the Offer is subject to the occurrence of Completion, which in turn is conditional on the fulfillment of the Conditions or waiver thereof as appropriate. Accordingly, the Share Subscription may or may not be completed and consequentially the Offer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

By order of the Board
China ZhongDi Dairy Holdings Company Limited
Zhang Jianshe
Chairman

Beijing, the People's Republic of China
2 December 2020

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.