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**WHOLESOME HARVEST LIMITED**  
*(incorporated in the Cayman Islands with limited liability)*

**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)**

## **JOINT ANNOUNCEMENT**

**(1) DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO  
MANDATORY CONDITIONAL CASH OFFER  
BY CLSA LIMITED FOR AND ON BEHALF OF  
WHOLESOME HARVEST LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED  
(OTHER THAN THOSE ALREADY OWNED BY WHOLESOME HARVEST  
LIMITED); AND  
(2) POSSIBLE COMPULSORY ACQUISITION AND WITHDRAWAL OF  
LISTING**

**Exclusive financial adviser to Wholesome Harvest Limited**



**Independent Financial Adviser to the Independent Board Committee**



References are made to (i) the announcement jointly issued by Wholesome Harvest Limited (the “**Offeror**”) and China ZhongDi Dairy Holdings Company Limited (the “**Company**”) dated 27 September 2020 (the “**Joint Announcement**”) in relation to, among others, the possible mandatory conditional cash offer by CLSA Limited on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned and/or agreed to be acquired by the Offeror); (ii) the announcement jointly issued by the Offeror and the Company dated 16 October 2020 in relation to the delay in despatch of the Composite Document (the “**Delay in Despatch Announcement**”); (iii) the announcement jointly issued by the Offeror and the Company dated 11 January 2021 in relation to the Completion (the “**Completion Announcement**”); and (iv) the composite document dated 18 January 2021 jointly issued by the Offeror and the Company (the “**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF COMPOSITE DOCUMENT**

The Composite Document, together with the Form of Acceptance, containing, among other things, (i) detailed terms and conditions of the Offer; (ii) the expected timetable in respect of the Offer; (iii) a letter from CLSA Limited; (iv) a letter from the Board; (v) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of whether or not the terms of the Offer are fair and reasonable and as to the acceptance of the Offer; and (vi) the letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in relation to the Offer, has been despatched to the Shareholders on 18 January 2021 in accordance with the Takeovers Code.

## **POSSIBLE COMPULSORY ACQUISITION AND WITHDRAWAL OF LISTING**

Pursuant to Rule 2.11 of the Takeovers Code, the Offeror intends (but is not obliged) to exercise any right it may have under section 88 of the Cayman Islands Companies Act to compulsorily acquire those Shares not acquired by the Offeror under the Offer on the condition that the Offeror, within four (4) months of the posting of the Composite Document, acquires not less than 90% of the Offer Shares pursuant to the Offer.

On completion of such compulsory acquisition, the Company will become a wholly-owned subsidiary of the Offeror and an application will be made for the withdrawal of the listing of the Shares from the Stock Exchange pursuant to Rule 6.15(1) of the Listing Rules.

According to the Listing Rules, if, upon the close of the Offer, the Offeror does not become entitled to exercise the power of compulsory acquisition under the Cayman Islands Companies Act and less than 25% of the issued Shares are held by the public, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares until appropriate steps have been taken to restore the minimum percentage of the Shares in public hands. In such circumstances, the Offeror will take appropriate steps to restore the sufficient public float of the Shares after the close of the Offer accordingly.

## EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. Unless otherwise specified, all time and date references contained in the Composite Document and the accompanying Form of Acceptance refer to Hong Kong time and dates.

Despatch date of the Composite Document and the accompanying Form of Acceptance ( <i>Note 1</i> ) . . . . .	18 January 2021
Offer open for acceptance ( <i>Notes 1 and 4</i> ) . . . . .	18 January 2021
Latest time and date for acceptance of the Offer by the IU Shareholders under the Irrevocable Undertakings and the Offer expected to be declared unconditional ( <i>Note 6</i> ) . . . . .	by 3:00 p.m. on 25 January 2021
First Closing Date ( <i>Note 2</i> ) . . . . .	8 February 2021
Latest time and date for the Offer remaining open for acceptance on the final Closing Date assuming the Offer becomes or is declared unconditional on or before 25 January 2021 ( <i>Notes 3,7 and 8</i> ) . . . . .	4:00 p.m. on 8 February 2021
Announcement of the results of Offer as at the Closing Date to be posted on the website of the Stock Exchange . . . . .	8 February 2021
Latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances received at or before the latest time for acceptance of the Offer on the final Closing Date ( <i>Notes 5 and 8</i> ) . . . . .	19 February 2021
Latest time and date by which the Offer can become or be declared unconditional as to acceptances ( <i>Note 9</i> ) . . . . .	19 March 2021

### Notes:

1. The Offer, which is conditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
2. The Offer will initially remain open for acceptances until 4:00 p.m. on 8 February 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). In accordance with the Takeovers Code, an announcement must be issued on the website of the Stock Exchange no later than 7:00 p.m. on 8 February 2021 stating either the next Closing Date or that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer.

3. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the general rules of CCASS and CCASS operational procedures.
4. Acceptances of the Offer are irrevocable and are not capable of being withdrawn, except in the circumstances as set out in the section headed “IV. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
5. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Offer) for the Shares tendered under the Offer will be despatched to the accepting Shareholders by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) business days following later of the date on which the Offer becomes, or is declared, unconditional and the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete and valid.
6. Pursuant to the Irrevocable Undertakings, the IU Shareholders will upon request, as soon as possible and in any event no later than 3:00 p.m. on the seventh (7th) day (i.e. 25 January 2021) after the date of despatch of the Composite Document, tender their acceptance of the Offer in respect of the IU Shares in accordance with the terms of the Offer and their obligations under the Irrevocable Undertakings, by lodging the duly completed and signed form of acceptance and transfer in respect of the IU Shares in accordance with the instructions printed thereon with the Registrar.

The percentage of the share capital of the Company made up by all of the IU Shares and the Shares owned by the Offeror Concert Group is over 50.00%. Therefore, once the IU Shareholders tender their acceptance of the Offer in respect of the IU Shares under the Irrevocable Undertakings, the acceptance condition of the Offer would have been met. Accordingly, the Offer is therefore expected to become unconditional on or prior to the seventh (7th) day after the posting of the Composite Document.

7. In any event, in accordance with the Takeovers Code, when the Offer becomes or is declared unconditional in all respects, at least 14 days’ notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer. The Offeror has the right, subject to the Takeover Code, to extend the Offer until such date as it may determine or as permitted by the Executive.
8. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same business day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, as the case may be, will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. and the posting of remittances will be next following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.
9. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the sixtieth (60th) day after the day the Composite Document is posted, which is 19 March 2021. Accordingly, unless the Offer have previously become unconditional as to acceptances, the Offer will lapse on 19 March 2021 unless extended with the consent of the Executive and in accordance with the Takeovers Code. Therefore, the last day by which the Offer can become or declared unconditional as to acceptance is 19 March 2021.

Save as disclosed above, if the latest time for the acceptance of the Offer does not take effect at 4:00 p.m. on 8 February 2021, other dates mentioned in the expected timetable above may be affected. The Offeror and the Company will notify Shareholders by way of announcement of any change to the expected timetable as soon as practicable.

## NO PRICE INCREASE STATEMENT

As set out in the Composite Document, the Offeror will not increase the Offer Price for the Offer Shares.

Shareholders and potential investors of the Company should be aware that the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.

**WARNING: Shareholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offer. The Offer may or may not become unconditional. 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 own professional advisers.**

By order of the board of  
**Wholesome Harvest Limited**  
**Wang Xiaogang**  
*Sole Director*

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

Hong Kong, 18 January 2021

*As at the date of this joint 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 joint announcement (other than those relating to the Offeror, the Subscribers or any of their associates or parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the respective director(s) of the Offeror and the Subscribers) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of Offeror is Mr. Wang Xiaogang.*

*Mr. Wang Xiaogang accepts full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Group, the Subscribers, or any of their associates or any parties acting in concert with them) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of the Group, and the Subscribers) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of YeGu Investment and Green Farmlands is Mr. Zhang Jianshe.*

*Mr. Zhang Jianshe accepts full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Group, the Offeror and Jingang Trade) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of the Group, the Offeror and Jingang Trade) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the board of Jingang Trade comprises Mr. Pan Gang, Mr. Wang Xiaogang, Ms. Yuan Ping and Ms. Jiang Yuanzi; and the board of Yili Industrial comprises Mr. Pan Gang, Ms. Zhao Chengxia, Mr. Wang Xiaogang, Ms. Zhao Ying, Ms. Wang Aiqing, Mr. Zhang Junping, Mr. Lv Gang, Mr. Peng Heping, Ms. Ji Shao, Mr. Cai Yuanming, and Ms. Shi Fang.*

*The directors of Jingang Trade and Yili Industrial jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group and Zhang Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of the Group and Zhang Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*