

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2020 (the “**Annual General Meeting**”) 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 Friday, 21 May 2021 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2020.
2.
 - (a) To re-elect Mr. Zhang Jianshe as executive director of the Company.
 - (b) To re-elect Mr. Pang Xin as executive director of the Company.
 - (c) To re-elect Mr. Gao Zhanfeng as non-executive director of the Company.
 - (d) To re-elect Ms. Liu Yanbin as non-executive director of the Company.
 - (e) To re-elect Mr. Fu Zhenwen as non-executive director of the Company.
 - (f) To re-elect Mr. Zhang Jianhua as non-executive director of the Company.
 - (g) To re-elect Prof. Li Shengli as independent non-executive director of the Company.
 - (h) To re-elect Dr. Zhang Shengli as independent non-executive director of the Company.
 - (i) To re-elect Dr. Zhang Juying Jerry as independent non-executive director of the Company.
 - (j) To authorize the board of directors of the Company to fix the respective directors’ remuneration.

3. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

Yours faithfully,

By order of the Board

CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED

Zhang Jianshe

Chairman

Hong Kong, 21 April 2021

Notes:

1. All resolutions at the Annual General Meeting 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 above meeting 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 need 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 authorised 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 meeting (i.e. not later than 10:30 a.m. on Wednesday, 19 May 2021) or any adjournment thereof. Please note that 19 May 2021 is not working day and Computershare Hong Kong Investor Services Limited’s offices will not be open on this day for physical delivery of the form of proxy. To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting 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 above meeting, the register of members of the Company will be closed from Monday, 17 May 2021 to Friday, 21 May 2021, 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 Annual General Meeting, 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 Friday, 14 May 2021.
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 of directors of the Company comprises Mr. Zhang Jianshe and Mr. Pang Xin as executive directors; Mr. Gao Zhanfeng, Ms. Liu Yanbin, Mr. Fu Zhenwen and Mr. Zhang Jianhua as non-executive directors; and Prof. Li Shengli, Dr. Zhang Shengli and Dr. Zhang Juying Jerry as independent non-executive directors.