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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**

**IN RELATION TO  
MANDATORY 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)**

- (1) COMPLETION OF COMPULSORY ACQUISITION  
AND  
(2) WITHDRAWAL OF LISTING OF THE SHARES**

**Exclusive financial adviser to Wholesome Harvest Limited**



## INTRODUCTION

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 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 composite offer and response document dated 18 January 2021 jointly issued by the Offeror and the Company (the “**Composite Document**”); (iii) the announcement jointly issued by the Offeror and the Company dated 20 January 2021 in relation to, among others, the Offer being declared unconditional in all respects; (iv) the announcement jointly issued by the Offeror and the Company dated 26 January 2021 in relation to, among others, the update on the level of acceptance of the Offer; (v) the announcement jointly issued by the Offeror and the Company dated 8 February 2021 in relation to, among others, the close of Offer, the compulsory acquisition and withdrawal of listing (the “**Closing Announcement**”); (vi) the announcement jointly issued by the Offeror and the Company dated 21 May 2021 in relation to, among others, the despatch of the compulsory acquisition notices (the “**Despatch Announcement**”); and (vii) the supplemental announcement jointly issued by the Offeror and the Company dated 26 May 2021. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document, Closing Announcement and Despatch Announcement.

## COMPLETION OF COMPULSORY ACQUISITION

On 21 May 2021, the Offeror despatched the Compulsory Acquisition Notices to the Remaining Offer Shareholders pursuant to section 88 of the Cayman Islands Companies Act. The notice period during which Remaining Offer Shareholders could apply to the Cayman Court to request the Cayman Court to order otherwise in relation to the exercise of the right to compulsorily acquire the Remaining Offer Shares expired at 12:00 a.m. on 21 June 2021 (Cayman Island time) (being the date of expiry of one month from the date of the Compulsory Acquisition Notice). Based solely on the search of the Register of Writs and Other Originating Process of the Cayman Court maintained by the Clerk of the Court of the Cayman Court conducted by the Offeror, as at 20 June 2021 (Cayman Islands time), no such application has been made to the Cayman Court by any Remaining Offer Shareholders. Since no Remaining Offer Shareholders had made such application by 12:00 a.m. on 21 June 2021 (Cayman Islands time), the Offeror had become entitled and bound to acquire the Remaining Offer Shares on the same terms as the Offer.

Procedures to complete the Compulsory Acquisition have been completed and all the Remaining Offer Shares have been transferred to the Offeror on 25 June 2021. The aggregate consideration (less seller’s ad valorem stamp duty) due to the Remaining Offer Shareholders has been paid by the Offeror to the Company which is holding such sum in a separate bank account on trust for the Remaining Offer Shareholders until the earlier of (i) the Remaining Offer Shareholders being paid HK\$1.132 per Remaining Offer Share (less seller’s ad valorem stamp duty) in accordance with the terms of the Offer; or (ii) the expiry of six years from the date of completion of the Compulsory Acquisition. The Compulsory Acquisition Cheques will be despatched to the Remaining Offer Shareholders whose names appeared on the register of members of the Company on 21 June 2021 by ordinary post at the risk of such Remaining Offer Shareholders on or around 28 June 2021. As a result of and with effect from the completion of the Compulsory Acquisition, the Company has become a wholly-owned subsidiary of the Offeror.

## WITHDRAWAL OF LISTING OF THE SHARES

The Stock Exchange has approved the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15(1) of the Listing Rules. The last day of trading of the Shares on the Stock Exchange was 16 June 2021 and the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Monday, 28 June 2021.

Unless otherwise stated, all time references contained in this announcement are to Hong Kong time.

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, 25 June 2021

*As at the date of this announcement, 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.*