

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

## **CHINA SHENGMU ORGANIC MILK LIMITED**

**中國聖牧有機奶業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1432)**

### **PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of China Shengmu Organic Milk Limited (the “**Company**”) proposes to seek the approval of the shareholders of the Company by way of special resolutions at the forthcoming 2022 annual general meeting (the “**2022 AGM**”) to amend the existing memorandum and articles of association of the Company (the “**Existing Articles**”) and to adopt the new amended and restated memorandum and articles of association of the Company (the “**New Articles**”) for the purpose of, among others, conforming with the Core Shareholders Protection Standards as set out in the amended Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) effective from 1 January 2022 and the relevant changes to the applicable laws of the Cayman Islands and the Listing Rules. Other minor amendments to the Existing Articles are also made for corresponding as well as housekeeping changes.

A summary of the major changes brought about by the adoption of the New Articles are set out below:

1. to delete the definition of “Companies Law” and insert the definition of “Companies Act”, and replacing all the references to “Companies Law” with “Companies Act” in the relevant memorandum and articles;
2. to provide that an annual general meeting of the Company shall be held in each financial year within six months after the end of the Company’s financial year;
3. to provide that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment;

4. to provide that all shareholders of the Company have the right to speak and vote at a general meeting except where a shareholder of the Company is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
5. to provide that the financial year end of the Company shall be 31 of December in each year unless otherwise determined by the Directors;
6. to provide that a special resolution shall be required to approve a voluntary winding up of the Company;
7. to conform with the Core Shareholders Protection Standards as set out in the amended Appendix 3 to the Listing Rules effective from 1 January 2022; and
8. other ancillary and housekeeping amendments to the Existing Articles.

A circular containing, among others, particulars relating to the proposed amendments to the Existing Articles brought about by the adoption of the New Articles together with a notice convening the 2022 AGM will be despatched to the shareholders of the Company in due course.

By Order of the Board of  
**China Shengmu Organic Milk Limited**  
**Lu Minfang**  
*Chairman*

Hong Kong, 5 May 2022

*As at the date of this announcement, the executive Director of the Company is Mr. Zhang Jiawang; the non-executive Directors of the Company are Mr. Lu Minfang, Mr. Zhang Ping, Mr. Zhao Jiejun, Mr. Sun Qian and Ms. Shao Lijun; and the independent non-executive Directors of the Company are Mr. Wang Liyan, Mr. Wu Liang and Mr. Sun Yansheng.*