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優然牧業
YOURAN DAIRY

China Youran Dairy Group Limited

中國優然牧業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9858)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON MAY 17, 2023

Reference is made to the circular (the “**Circular**”) of China Youran Dairy Group Limited (the “**Company**”) which contains the notice (the “**Notice**”) of annual general meeting of the Company (the “**AGM**”) dated April 25, 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF 2022 ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on May 17, 2023, all the resolutions were duly passed by poll by the Shareholders who attended and voted at the meeting. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued Shares of the Company was 3,795,404,000 Shares. As set out in the Circular, Yili, through its wholly-owned subsidiaries, China Youran Dairy Holding Limited and Hongkong Jingang Trade Holding Co., Limited, was deemed to be interested in an aggregate of 1,320,800,000 Shares, representing approximately 34.80% of the total issued share capital of the Company, regarded as having a material interest in the renewal of the Raw Milk Purchase and Sale Framework Agreement and the renewal of the Financial Services Framework Agreement and required to abstain from voting on the resolutions numbered 6 and 7. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions numbered 1 to 5 was 3,795,404,000 and the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions numbered 6 and 7 was 2,474,604,000 Shares.

Save as disclosed above, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules; (ii) no Shareholders were required under the Listing Rules to abstain from voting at the AGM; and (iii) no Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM.

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended December 31, 2022.	3,201,642,000 99.98%	527,000 0.02%
2.	(a) To re-elect the following retiring Directors:		
	(i) to re-elect Mr. Yuan Jun as an executive Director;	3,201,642,000 99.98%	527,000 0.02%
	(ii) to re-elect Mr. Zhang Yujun as a non-executive Director;	3,201,642,000 99.98%	527,000 0.02%
	(iii) to re-elect Mr. Xu, Zhan Kevin as a non-executive Director;	3,199,028,049 99.90%	3,140,951 0.10%
	(iv) to re-elect Ms. Xie Xiaoyan as an independent non-executive Director; and	3,201,120,000 99.97%	1,049,000 0.03%
	(b) To authorize the Board to fix the remuneration of the Directors of the Company.	3,201,430,000 99.98%	739,000 0.02%
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023.	3,201,642,000 99.98%	527,000 0.02%
4.	To declare a final dividend of RMB0.022 per Share for the year ended December 31, 2022.	3,201,642,000 99.98%	527,000 0.02%
5.	(a) To give a general mandate to the Directors to offer, allot, issue and deal with additional Shares of the Company not exceeding 20% of the total number of issued Shares of the Company.	3,084,841,450 96.34%	117,327,550 3.66%
	(b) To give a general mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company.	3,201,642,000 99.98%	527,000 0.02%
	(c) To extend the general mandate granted to the Directors to allot, issue and deal with Shares by the number of Shares repurchased by the Company.	3,084,841,450 96.34%	117,327,550 3.66%

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
6.	(a) To approve, confirm and ratify the renewal of the Raw Milk Purchase and Sale Framework Agreement and the transactions contemplated (including the annual caps) thereunder, details of which are set out in the Circular; and (b) to authorize any one or more Directors of the Company to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Raw Milk Purchase and Sale Framework Agreement and completing the transactions contemplated thereunder.	1,880,842,000 99.97%	527,000 0.03%
7.	(a) To approve, confirm and ratify the renewal of the Financial Services Framework Agreement and the transactions contemplated (including the annual caps) thereunder, details of which are set out in the Circular; and (b) to authorize any one or more Directors of the Company to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Financial Services Framework Agreement and completing the transactions contemplated thereunder.	1,760,068,748 93.55%	121,300,252 6.45%

Note: Please refer to the Notice of the AGM of the Company for the full text of the ordinary resolutions.

As more than 50% of votes were cast in favour of each of the resolutions, all of the above ordinary resolutions were duly passed at the AGM.

All Directors attended the AGM in person or online except Mr. Shen Jianzhong and Mr. Yao Feng.

DIVIDEND PAYMENT

The final dividend of RMB0.022 per Share for the year ended December 31, 2022 (the “**Final Dividend**”) will be paid on or before Thursday, June 15, 2023 to the Shareholders whose names stand in the register of members of the Company on Thursday, May 25, 2023. Based on the average exchange rate of HK\$ against RMB announced by the People’s Bank of China on May 17, 2023, the date of approval of the final dividend by the Shareholders, which is HK\$1 to RMB0.88985, the final dividend to be paid by the Company to the Shareholders is HK\$0.024723 per Share.

By order of the Board
China Youran Dairy Group Limited
Zhang Yujun
Chairman and Non-executive Director

Hong Kong, May 17, 2023

As at the date of this announcement, the executive Directors are Mr. Yuan Jun and Mr. Dong Jiping, the non-executive Directors are Mr. Zhang Yujun, Mr. Xu Jun, Mr. Xu, Zhan Kevin and Mr. Qiu Zhongwei, and the independent non-executive Directors are Ms. Xie Xiaoyan, Mr. Yao Feng and Mr. Shen Jianzhong.