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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Feihe Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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The logo for China Feihe Limited, featuring the Chinese characters "中国飞鹤" in a stylized blue font. The character "鹤" (heron) is particularly prominent, with a red and white detail on its neck.

China Feihe Limited

中國飛鶴有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6186)

**(I) PROPOSED RE-ELECTION OF DIRECTORS
(II) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
(III) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND PROPOSED ADOPTION OF THE
THIRD AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of China Feihe Limited to be held at Training Meeting Room, C-12th Floor, Star City International Building, 10 Jiuxianqiao Road, Chaoyang District, Beijing, China on Wednesday, 22 May 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 20 May 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.feihe.com).

References to time and dates in this circular are to Hong Kong time and dates.

18 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Training Meeting Room, C-12th Floor, Star City International Building, 10 Jiuxianqiao Road, Chaoyang District, Beijing, China on Wednesday, 22 May 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournment thereof
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	China Feihe Limited, an exempted company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution (excluding treasury shares) contained in item 6 of the notice of the Annual General Meeting as set out in this circular
“Latest Practicable Date”	15 April 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Second Amended and Restated Memorandum and Articles of Association set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 28 June 2022
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.000000025 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution (excluding treasury shares) contained in item 5 of the notice of the Annual General Meeting as set out in this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“treasury shares”	has the meaning ascribed to it in the Listing Rules

DEFINITIONS

“YST” YuanShengTai Dairy Farm Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1431)

“%” per cent



China Feihe Limited

中國飛鶴有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6186)

Executive Directors:

Mr. LENG Youbin
Mr. LIU Hua
Mr. CAI Fangliang
Ms. Judy Fong-Yee TU

Non-Executive Directors:

Mr. GAO Yu
Mr. Kingsley Kwok King CHAN
Mr. CHEUNG Kwok Wah

Independent Non-Executive Directors:

Ms. LIU Jinping
Mr. SONG Jianwu
Mr. FAN Yonghong
Mr. Jacques Maurice LAFORGE

Registered Office:

Maricorp Services Ltd.
P.O. Box 1103
George Town
Grand Cayman
KY1-1102
Cayman Islands

*Headquarters and Principal Place of
Business in the PRC:*

C-16th Floor
Star City International Building
10 Jiuxianqiao Road
Chaoyang District
Beijing
PRC

*Principal Place of Business in
Hong Kong:*

5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

18 April 2024

To the Shareholders

Dear Sir/Madam,

- (I) PROPOSED RE-ELECTION OF DIRECTORS**
**(II) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES**
**(III) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,
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THIRD AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 22 May 2024.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 109 of the Second Amended and Restated Memorandum and Articles of Association, Mr. Leng Youbin, Ms. Liu Jinping, Mr. Song Jianwu and Mr. Jacques Maurice Laforge shall retire by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Ms. Liu Jinping, Mr. Song Jianwu and Mr. Jacques Maurice Laforge, all Independent Non-executive Directors eligible for re-election at the Annual General Meeting, have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that the aforesaid Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent to the Company in accordance with the terms of the guidelines.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy, Director nomination policy, the Company's corporate strategy and the independence of the retiring Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring Directors offering themselves for re-election will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Biographical details of the Directors to be re-elected at the Annual General Meeting that are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 8 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution (excluding treasury shares) contained in item 5 of the notice of the

LETTER FROM THE BOARD

Annual General Meeting (i.e. a total of 906,725,170 Shares on the basis that the issued share capital of the Company (excluding treasury shares) remains unchanged on the date of the Annual General Meeting).

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board notes that with effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Issuance Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 8 June 2023, a general mandate was granted to the Directors to allot, issue or deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution (excluding treasury shares) contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 1,813,450,340 Shares on the basis that the issued share capital of the Company (excluding treasury shares) remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION, AND PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to better satisfy the requirements of corporate governance and compliance operation, pursuant to the rules regarding expansion of the paperless listing regime of the Listing Rules, the Board proposes to seek approval from the Shareholders at the AGM for

LETTER FROM THE BOARD

the Proposed Amendments. The Board will also seek approval from the Shareholders at the AGM for the adoption of the Third Amended and Restated Memorandum and Articles of Association.

The Proposed Amendments and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM.

6. PROPOSED PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board resolved to recommend a final dividend of HK\$0.1484 per Share for the year ended 31 December 2023 to Shareholders whose names are listed on the Company's register of members as at 29 May 2024, subject to the approval by the Shareholders at the Annual General Meeting. In order to ascertain Shareholders' entitlement to attend and vote at the Annual General Meeting and to the proposed final dividend, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024 (both days inclusive) and from Tuesday, 28 May 2024 to Wednesday, 29 May 2024 (both days inclusive) respectively, during which periods no transfer of shares will be registered.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular. Pursuant to the Listing Rules and the Second Amended and Restated Memorandum and Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.feihe.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 20 May 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event the form of proxy should be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed granting of the Share Repurchase Mandate and the Issuance Mandate, the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
China Feihe Limited
Leng Youbin
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Leng Youbin, Executive Director

Mr. Leng Youbin (冷友斌), aged 55, is an executive Director, the chairman of the Board and the chief executive officer of the Company. Mr. Leng currently serves as the chairman of the Nomination Committee. He has over 30 years of experiences in the dairy industry. Mr. Leng has been a Director, the chairman of the Board and the chief executive officer of the Company since January 2013, and was re-designated as an executive Director in April 2017. He has been a non-executive director of YST since December 2020. Mr. Leng has been a director of Vitamin World USA Corporation (“Vitamin World USA”) since December 2017 and has been the executive director of Gannan Flying Crane Dairy Products Co., Ltd. (飛鶴(甘南)乳品有限公司) since March 2006. He has served as a director of Heilongjiang Feihe Dairy Co., Limited (黑龍江飛鶴乳業有限公司) (“Feihe HLJ”) since August 1996, during which he concurrently served as the general manager of Feihe HLJ from August 1996 to March 2020 and the deputy head of Zhaoguang Farm from December 1999 to December 2001. Before that, he worked in Zhaoguang Dairy from March 1987 to May 1993.

Mr. Leng has received various honors and awards. He was successively awarded titles such as one of the “Top Ten Technology Figures of Dairy Industry in China” (中國乳品加工業十大傑出科技人物), “Outstanding Entrepreneur” (傑出企業家) and “Outstanding Leaders of National Light Industry Enterprise Informatization” (全國輕工業企業信息化優秀領導) in the dairy industry in China. He was also awarded “National May 1st Labor Medal” (全國五一勞動獎章) in 2012, “National Labor Model” (全國勞動模範) in 2015, “Person of the Year 2018 of Chinese Economy” (2018中國經濟年度人物), “Dedication Award of National Poverty Alleviation Award” (全國脫貧攻堅獎奉獻獎) in 2018, one of the “Innovative Talents of Ministry of Science and Technology of the Year 2018” (2018年科技部創新人才), one of the “Hundred Outstanding Private Entrepreneurs during Forty Years since Reform and Opening up” (改革開放40年百名傑出民營企業家), “The Fifth Excellent Constructor of Socialism with Chinese Characteristics from Non-public Sector” (第五屆全國非公有制經濟人士優秀中國特色社會主義事業建設者) and other awards. Mr. Leng was selected into the fourth batch of the national “Ten Thousand Talents Plan” (萬人計劃), and was awarded with government special allowance issued by the State Council of the People’s Republic of China. He was awarded the “commemorative medals celebrating the 70th anniversary of the founding of the PRC” (慶祝中華人民共和國成立70周年紀念章) issued by the Central Committee of the Communist Party of China (“CPC”), the State Council and the Central Military Commission, the “Integrity Star” (誠信之星) in 2020 jointly issued by the Propaganda Department of the Central Committee of the CPC and the National Development and Reform Commission, the “Advanced Individuals Nationwide in Fighting the Coronavirus Pneumonia Epidemic” (全國抗擊新冠肺炎疫情先進個人), and “the Sixth National Outstanding Professional Technology Figures” (第六屆全國傑出專業技術人才). Mr. Leng is a representative of the National People’s Congress of the thirteenth session. Mr. Leng currently serves as the vice chairman of the All-China Federation of Industry and Commerce (Non-governmental Commerce Chamber of China) (中華全國工商業聯合會) (中國民間商會) and the vice chairman of the Federation of Industry and Commerce of Heilongjiang Province (黑龍江省工商業聯合會).

He graduated from Northeast Agricultural University (東北農業大學) in Heilongjiang, China in July 1995 through correspondence course, and obtained an EMBA degree from the School of Economics of Peking University (北京大學經濟學院) in Beijing, China in July 2002 and an EMBA degree from Guanghua School of Management of Peking University (北京大學光華管理學院) in Beijing, China in July 2007. Mr. Leng is a dairy engineer certified by the Personnel Bureau of Heilongjiang (黑龍江省人事廳) in September 1999.

Pursuant to a letter of appointment, Mr. Leng has been appointed as an executive Director of the Company for a term of three years commencing from 15 October 2022 which may be terminated by either party giving at least three months' written notice. Mr. Leng is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Second Amended and Restated Memorandum and Article of Association. Mr. Leng doesn't receive any remuneration according to the letter of appointment.

As at the Latest Practicable Date, Mr. Leng had or was deemed to have interests in 4,477,428,339 Shares by virtue of the SFO. Mr. Leng is the settlor and the only discretionary object of Leng Family Trust which beneficially owns LYB International Holdings Limited which in turn wholly owns Garland Glory Holdings Limited. Accordingly, Mr. Leng is deemed to be interested in 3,889,911,881 Shares held by Garland Glory Holdings Limited by virtue of the SFO. Mr. Leng holds two-thirds of the equity interests in Dasheng Limited and is therefore deemed to be interested in the 587,516,458 Shares directly held by Dasheng Limited by virtue of SFO.

Save as disclosed above, Mr. Leng (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save for the information disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Leng that need to be brought to the attention of the Shareholders.

(2) Ms. Liu Jinping, Independent Non-executive Director

Ms. Liu Jinping (劉晉萍), aged 52, was appointed as an independent non-executive Director in June 2019, with effect from October 2019. Ms. Liu currently serves as the chairman of the Remuneration Committee, a member of the Nomination Committee and a member of the environmental, social and governance committee of the Company. Ms. Liu has been an independent non-executive director of YST since December 2020. Ms. Liu is currently a deputy director of the Center of Extracorporeal Circulation and the director of the Department of Pediatric Extracorporeal Circulation of Fu Wai Hospital (阜外醫院). She has been a chief physician of the Department of Extracorporeal Circulation in anesthesiology of Fu Wai Hospital since September 2012. Before that, she served in several positions in the Department of Extracorporeal Circulation of Fu Wai Hospital, including an associate chief physician from September 2006 to September 2012, an attending physician from August 2001 to August 2005, and a resident physician from August 1995 to August 2001.

Ms. Liu received a bachelor's degree in medical science from Harbin Medical University (哈爾濱醫科大學) in Heilongjiang, China in September 1995, and a master's degree and then a doctorate degree in anesthesia from Peking Union Medical College (北京協和醫學院) in Beijing, China in September 2002 and 2014, respectively. She was admitted as a practicing physician in May 1999, and was certified as a physician and chief physician in November 2002 and July 2011, respectively, by the Ministry of Health of the PRC.

Pursuant to a letter of appointment, Ms. Liu has been appointed as an independent non-executive Director of the Company for a term of three years commencing from 15 October 2022 which may be terminated by either party giving at least three months' written notice. Ms. Liu is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Second Amended and Restated Memorandum and Article of Association.

Pursuant to the letter of appointment, Ms. Liu receives an annual remuneration of HK\$400,000, which is recommended by the Remuneration Committee and determined by the Board based on her qualification, experience, duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Liu did not have any interests or short positions in the Shares, underlying Shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO. Ms. Liu meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. Liu (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save for the information disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Liu that need to be brought to the attention of the Shareholders.

(3) Mr. Song Jianwu, Independent Non-executive Director

Mr. Song Jianwu (宋建武), aged 60, was appointed as an independent non-executive Director in June 2019, with effect from October 2019. Mr. Song currently serves as a member of the Nomination Committee. Mr. Song has been a professor and doctoral supervisor of Renmin University of China (中國人民大學) since August 2015. Before that, he served in several positions in China University of Political Science and Law (中國政法大學), including the director of the School of Journalism and Communication from October 2008 to March 2013 and a deputy director of the School of Humanities from January 2006 to October 2008.

Mr. Song serves as an independent director of Shaanxi BC & TV Network Media (Group) Co., Ltd (陝西廣電網絡傳媒(集團)股份有限公司, listed on the Shanghai Stock Exchange, Stock Code: 600831) since September 2022 and an independent director of Beijing Bination Pictures Co., Ltd. (北京百納影視股份有限公司, listed on the Shenzhen Stock Exchange, Stock Code: 300291) since March 2023. He is now an executive council member of Beijing Internet Association (首都互聯網協會). Mr. Song served as an independent director of Shenzhen Topway Video Communication Co., Ltd. (深圳天威視訊有限公司, listed on the Shenzhen Stock Exchange, Stock Code: 002238) from September 2014 to December 2020, an independent director of Zhewen Interactive Group Co., Ltd. (浙文互聯集團股份有限公司, listed on the Shanghai Stock Exchange, Stock Code: 600986) from November 2020 to July 2022, and an independent director of Shanghai Orient Webcasting Co., Ltd. (上海東方網股份有限公司, listed on the National Equities Exchange & Quotations, NEEQ: 834678) from May 2018.

Mr. Song received a bachelor's degree in journalism and a doctorate degree in communication from Renmin University of China in Beijing, China in July 1984 and June 2005, respectively. He obtained the qualification certificate of independent directors from the Shanghai Stock Exchange in August 2011.

Pursuant to a letter of appointment, Mr. Song has been appointed as an independent non-executive Director of the Company for a term of three years commencing from 15 October 2022 which may be terminated by either party giving at least three months' written notice. Mr. Song is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Second Amended and Restated Memorandum and Article of Association.

Pursuant to the letter of appointment, Mr. Song receives an annual remuneration of HK\$400,000, which is recommended by the Remuneration Committee and determined by the Board based on his qualification, experience, duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Song did not have any interests or short positions in the Shares, underlying Shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO. Mr. Song meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Song (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save for the information disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Song that need to be brought to the attention of the Shareholders.

(4) Mr. Jacques Maurice Laforge, Independent Non-executive Director

Mr. Jacques Maurice Laforge, aged 68, was appointed as an independent non-executive Director in June 2019, with effect from October 2019. Mr. Laforge currently serves as a member of the audit committee and the Remuneration Committee of the Company. He has extensive experience in Canadian dairy industry. He was the chief executive officer and commissioner with Canadian Dairy Commission from February 2012 to May 2018. Before that, he served in Dairy Farmers of Canada, a non-profit organization funded by dairy farmers from January 1989 to July 2011 at several positions, including a board member from January 1989 to August 1999, a member of executive committee from August 1999 to March 2001, the second vice president from March 2001 to August 2003, the first vice president from August 2003 to August 2004 and the president from August 2004 to July 2011. Mr. Laforge currently serves as the president of Laforge Environmental Inc. and Laforge Holsteins Ltd., a waste to energy facilities and mixed farming operation located in Canada.

Mr. Laforge obtained a high school diploma from Polyvalente Thomas Albert in June 1973. He was awarded the New Brunswick Innovation Recognition Award for Small Business and the Order of New Brunswick in October 2011, and the Queen Elizabeth II Diamond Jubilee Medal in 2012.

Pursuant to a letter of appointment, Mr. Laforge has been appointed as an independent non-executive Director of the Company for a term of three years commencing from 15 October 2022 which may be terminated by either party giving at least three months' written notice. Mr. Laforge is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Second Amended and Restated Memorandum and Article of Association.

Pursuant to the letter of appointment, Mr. Laforge receives an annual remuneration of HK\$400,000, which is recommended by the Remuneration Committee and determined by the Board based on his qualification, experience, duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Laforge did not have any interests or short positions in the Shares, underlying Shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO. Mr. Laforge meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Laforge (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save for the information disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Laforge that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,067,251,704 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company (excluding treasury shares) remains unchanged on the date of the Annual General Meeting, i.e. being 9,067,251,704 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 906,725,170 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting (excluding treasury shares).

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
April, 2023	6.10	5.21
May, 2023	5.39	4.51
June, 2023	4.85	4.17
July, 2023	4.81	4.26
August, 2023	5.06	4.19
September, 2023	4.98	4.36
October, 2023	4.90	4.22
November, 2023	5.13	4.50
December, 2023	4.59	4.05
January, 2024	4.28	3.53
February, 2024	4.08	3.45
March, 2024	3.98	3.42
April, 2024 (<i>up to the Latest Practicable Date</i>)	4.16	3.68

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed Shares repurchase has any unusual features.

As stated in “3. Proposed Granting of General Mandate to Repurchase Shares” in the Letter from the Board, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company’s own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder’s interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, each of Garland Glory Holdings Limited, LYB International Holdings Limited (which wholly owns Garland Glory Holdings Limited), Harneys Trustees Limited (as the trustee of Leng Family Trust which beneficially owns LYB International Holdings Limited), and Mr. Leng Youbin (as settlor of Leng Family Trust) is taken to have an interest under the SFO in the same block of 3,889,911,881 Shares, representing approximately 42.90% of the total number of Shares then in issue. Apart from the foregoing, Mr. Leng Youbin holds two-thirds of the equity interests in Dasheng Limited. Dasheng Limited holds 587,516,458 Shares. In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, (assuming the present shareholdings remain the same) the attributable shareholding of Mr. Leng Youbin would be increased by more than 2% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

APPENDIX III	PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
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I. Comparative Table of the Proposed Amendment

Article No.	Original Article	Revised Article
Articles of Association		
176(b)	Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.	Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by <u>electronic means or</u> post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

Article No.	Original Article	Revised Article
181(b)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificates) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificates) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document <u>any corporate communication</u> may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published <u>(i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the HK Stock Exchange's website.</u></p>

Article No.	Original Article	Revised Article
184	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through <u>the electronic means or</u> the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.



China Feihe Limited

中國飛鶴有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6186)

Notice is hereby given that the annual general meeting (the “AGM”) of China Feihe Limited (the “Company”) will be held at Training Meeting Room, C-12th Floor, Star City International Building, 10 Jiuxianqiao Road, Chaoyang District, Beijing, China on Wednesday, 22 May 2024 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.1484 per share for the year ended 31 December 2023.
3.
 - (a) To re-elect Mr. Leng Youbin as an Executive Director of the Company.
 - (b) To re-elect Ms. Liu Jinping as an Independent Non-executive Director of the Company.
 - (c) To re-elect Mr. Song Jianwu as an Independent Non-executive Director of the Company.
 - (d) To re-elect Mr. Jacques Maurice Laforge as an Independent Non-executive Director of the Company.
 - (e) To authorise the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the

NOTICE OF ANNUAL GENERAL MEETING

Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (excluding treasury shares and subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the mandate set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

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- (ii) the exercise of options or awards under a share scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (excluding treasury shares and subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the mandate set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.”

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the second amended and restated memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 18 April 2024 be and are hereby approved;
- (b) the proposed adoption of the third amended and restated memorandum and articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the second amended and restated memorandum and articles of association of the Company with immediate effect after the conclusion of this meeting be and is hereby approved and that the directors, the company secretaries and the registered office provider of the Company be and are hereby authorised severally to do all such things and execute all such documents necessary to implement the Proposed Amendments and the proposed adoption of the third amended and restated memorandum and articles of association of the Company.”

By Order of the Board
China Feihe Limited
Leng Youbin
Chairman

Beijing, China, 18 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman 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 meeting is entitled to appoint a proxy (or more than one proxy if he/she is the holder of two or more shares of the Company) to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
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 certified copy of that power of attorney or authority, must be deposited the Company’s branch share registrar in Hong Kong, 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 meeting (i.e. not later than 10:00 a.m. on Monday, 20 May 2024) or any adjourned meeting (as the case may be). Completion and return 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 meeting, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, 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 Thursday, 16 May 2024.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Tuesday, 28 May 2024 to Wednesday, 29 May, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, 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 Monday, 27 May 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.