

---

**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

**If you have sold or transferred** all your shares in China Mengniu Dairy Company Limited, you should at once hand this supplemental circular and the accompanying second form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

---



**CHINA MENGNIU DAIRY COMPANY LIMITED**

**中國蒙牛乳業有限公司\***

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

**(Stock Code: 2319)**

**SUPPLEMENTAL CIRCULAR  
RE-ELECTION OF DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

---

This supplemental circular (“**Supplemental Circular**”) should be read together with the circular (the “**Circular**”) of China Mengniu Dairy Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 April 2024 and the notice dated 29 April 2024 convening an annual general meeting of the Company (the “**Annual General Meeting**”) to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. on Wednesday, 12 June 2024. A supplemental notice of the annual general meeting of the Company is set out on page 5 to page 6 of this supplemental circular. A revised proxy form (“**Revised Proxy Form**”) for the Annual General Meeting, which shall supersede the form of proxy enclosed with the circular dated 29 April 2024 (“**First Proxy Form**”), is also enclosed.

Whether or not you are able to attend the Annual General Meeting, please complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment meeting should you so wish.

\* *For identification purpose only*



**CHINA MENGNIU DAIRY COMPANY LIMITED**

**中國蒙牛乳業有限公司\***

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

**(Stock Code: 2319)**

*Directors:*

Mr. Jeffrey, Minfang Lu (*Vice-Chairman*)  
Mr. Gao Fei (*Chief Executive Officer*)  
Ms. Wang Yan  
Mr. Qing Lijun<sup>#</sup> (*Chairman*)  
Mr. Wang Xi<sup>#</sup>  
Mr. Simon Dominic Stevens<sup>#</sup>  
Mr. Yih Dieter (alias Yih Lai Tak, Dieter)\*  
Mr. Li Michael Hankin\*  
Mr. Ge Jun\*

*Company Secretary:*

Mr. Kwok Wai Cheong, Chris

*Registered Office:*

Maples Corporate Services Limited  
P.O. Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Principal Place of Business in*

*Hong Kong:*  
32nd Floor  
COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

<sup>#</sup> *Non-executive Director*

\* *Independent Non-executive Director*

27 May 2024

*To the shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR  
RE-ELECTION OF DIRECTOR  
AND**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This Supplemental Circular should be read together with the circular of China Mengniu Dairy Company Limited (the “**Company**”) dated 29 April 2024 (“**Circular**”) to the

\* *For identification purpose only*

---

## LETTER FROM THE BOARD

---

shareholders of the Company (the “**Shareholders**”), which contains, *inter alia*, the information relating to the re-election of directors of the Company (the “**Directors**”) at the forthcoming Annual General Meeting of the Company to be held on 12 June 2024, and the notice of the Annual General Meeting (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

The purpose of this Supplemental Circular is to provide you with information in respect of the resolution to be proposed at the Annual General Meeting for the re-election of an additional retiring Director and to give you a supplemental notice of the Annual General Meeting and a revised form of proxy (“**Revised Proxy Form**”).

### **PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR**

On 22 May 2024, the Company announced that Mr. Qing Lijun (“**Mr. Qing**”) has been appointed as a non-executive director of the Company with effect from 22 May 2024.

Pursuant to article 95 of the existing Articles, Mr. Qing shall only hold office until the Annual General Meeting. Mr. Qing will, being eligible, offer himself for re-election at the Annual General Meeting.

Set out below are biographical details of Mr. Qing.

#### **Mr. Qing Lijun, Non-executive Director**

Mr. Qing Lijun, aged 54, is currently the deputy general manager of COFCO Corporation, and chairman of the board, an executive director and the managing director of China Foods Limited, a company listed on the Stock Exchange. Mr. Qing is also currently a director and the chief executive officer of COFCO Coca-Cola Beverages Limited, a non-wholly-owned subsidiary of China Foods Limited. Mr. Qing has previously served in various positions including deputy general manager of COFCO Coca-Cola Beverages Limited, deputy general manager of beverage business department of China Foods Limited, and director of strategy department of COFCO Corporation.

Mr. Qing graduated from Renmin University of China and Guanghua School of Management of Peking University with a Bachelor’s degree in Economics and a Master’s degree in Business Administration, respectively. Mr. Qing has extensive experience in beverage production, marketing, strategy planning, finance, public relations and general management.

Mr. Qing will enter into a letter of appointment with the Company for a term of three years commencing from his date of appointment. His directorship is subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association. Mr. Qing is entitled to remuneration to be determined with reference to his duties and responsibilities in the Group, the prevailing market rate and the remuneration policy of the Company and to be reviewed by the Remuneration Committee.

---

## LETTER FROM THE BOARD

---

Save as disclosed above, Mr. Qing has not held any directorships in other public companies the securities of which are listed on the Stock Exchange or any securities market overseas in the last three years.

Save as disclosed above, Mr. Qing does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and he does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Saved as disclosed above, Mr. Qing has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election and that no other information needs to be disclosed under Rule 13.51(2) of the Listing Rules.

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM**

Since the Original Notice and the form of proxy dated 29 April 2024 (“**First Proxy Form**”) sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Qing as a non-executive Director as set out in this Supplemental Circular, a supplemental notice of the Annual General Meeting is set out on pages 5 to 6 of this Supplemental Circular and the Revised Proxy Form is enclosed with this Supplemental Circular to include such proposed resolution.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting (“**Proxy Closing Time**”). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

---

## LETTER FROM THE BOARD

---

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Qing as a non-executive Director as set out in the supplemental notice of the Annual General Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Revised Proxy Form is lodged with the Share Registrar before the Proxy Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder.
- (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Proxy Closing Time, or if lodged before the Proxy Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Proxy Closing Time.

### RECOMMENDATION

The Directors believe that the re-election of Mr. Qing as non-executive Director at the Annual General Meeting is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of the relevant resolution at the Annual General Meeting.

Yours faithfully,  
**Gao Fei**  
*Chief Executive Officer*



**CHINA MENGNIU DAIRY COMPANY LIMITED**

**中國蒙牛乳業有限公司\***

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

**(Stock Code: 2319)**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the circular of China Mengniu Dairy Company Limited (the “**Company**”) dated 29 April 2024 (the “**Circular**”) and the notice of annual general meeting (the “**Original Notice**”) of the Company dated 29 April 2024 by which the Company convenes an annual general meeting of the Company (the “**Annual General Meeting**”) to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. on Wednesday, 12 June 2024. This supplemental notice shall be read together with the Original Notice.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Original Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect, and this supplemental notice shall be read together with the Original Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the Annual General Meeting will be held to consider and, if thought fit, pass the following resolution:

**ORDINARY RESOLUTION**

3. To re-elect the following directors and authorise the board of directors of the Company to fix their remuneration:

(d) Mr. Qing Lijun.

By order of the Board  
**Kwok Wai Cheong, Chris**  
*Company Secretary*

Hong Kong, 27 May 2024

\* *For identification purpose only*

---

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) A second proxy form (the “**Revised Proxy Form**”) containing the ordinary resolution number 3(d) is enclosed with the supplemental circular of the Company dated 27 May 2024 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Revised Proxy Form” on pages 3 to 4 of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.
- (2) Save for the above supplemental resolution, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other resolutions to be considered at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting and other relevant matters.
- (3) With reference to resolution 3(d) above, Mr. Qing Lijun will retire in accordance with the articles of association of the Company. Mr. Qing will, being eligible, offer himself for re-election at the Annual General Meeting. Details of the above Director are set out in the Supplemental Circular.

*As at the date of this supplemental notice, the Board comprises: Mr. Jeffrey, Minfang Lu, Mr. Gao Fei and Ms. Wang Yan as executive directors; Mr. Qing Lijun, Mr. Wang Xi and Mr. Simon Dominic Stevens as non-executive directors; and Mr. Yih Dieter (alias Yih Lai Tak, Dieter), Mr. Li Michael Hankin and Mr. Ge Jun as independent non-executive directors.*