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MODERN FARMING
现代牧业

China Modern Dairy Holdings Ltd.

中國現代牧業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1117)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 JUNE 2024

Reference is made to the circular of China Modern Dairy Holdings Ltd. (the “**Company**”) dated 26 April 2024 (the “**Circular**”) in relation to, among other things, general mandates to issue shares and to repurchase shares and re-election of Directors. Unless the context requires otherwise, terms used herein shall have the same meanings as in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all resolutions were duly passed by the Shareholders attending and voting by way of poll at the Annual General Meeting held on 12 June 2024. The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the Annual General Meeting.

As at the date of the Annual General Meeting, the total number of issued Shares in the capital of the Company was 7,915,662,048 Shares. None of the Shareholders were required to abstain from voting at the Annual General Meeting. Accordingly, there were a total of 7,915,662,048 Shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the Annual General Meeting. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the Annual General Meeting.

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

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)	
		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2023.	4,247,857,069 (100.00%)	0 (0.00%)
2.	To approve the proposed final dividend of RMB0.0045 per share for the year ended 31 December 2023.	4,247,857,069 (100.00%)	0 (0.00%)
3.	To re-elect the following directors of the Company (“ Directors ”) and authorize the board of Directors to fix directors’ fees, including:		
3.(A)	to re-elect Mr. Zhu Xiaohui as a Director;	4,091,874,069 (96.33%)	155,983,000 (3.67%)
3.(B)	to re-elect Ms. Gan Lu as a Director;	4,091,889,069 (96.33%)	155,968,000 (3.67%)
3.(C)	to re-elect Mr. Chow Ming Sang as a Director; and	4,039,525,679 (95.10%)	208,331,390 (4.90%)
3.(D)	to authorize the board of Directors to fix directors’ fees.	4,246,020,069 (99.96%)	1,837,000 (0.04%)
4.	To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorize the board of directors of the Company to fix their remuneration.	4,247,855,069 (99.99%)	2,000 (0.01%)
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	3,993,659,645 (94.02%)	254,197,424 (5.98%)
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	4,247,857,069 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)	
		FOR	AGAINST
7.	Conditional upon the passing of resolutions numbered 5 and numbered 6 set out in the notice convening the Annual General Meeting, the aggregate nominal amount of the shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 6 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 5.	4,149,454,645 (97.68%)	98,402,424 (2.32%)
8.	<p>(a) to approve, confirm and ratify the Option Agreement dated 1 February, 2024 entered into between the Company and China Agricultural Reclamation Industry Development Fund (Limited Partnership) (中國農墾產業發展基金(有限合夥)) in relation to the allotment and issuance of option shares (the “Option Shares”) at the exercise price as set out in the Option Agreement (the “Option Agreement”), and all the transactions contemplated thereunder;</p> <p>(b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Option Shares to be allotted and issued, to grant a specific mandate to the Directors to allot and issue the Option Shares in accordance with the terms of the Option Agreement; and</p> <p>(c) to authorize any one or more of the Directors to execute all such documents and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Option Agreement, the transactions contemplated thereunder and the allotment and issue of the Option Shares under the relevant specific mandate.</p>	4,056,812,626 (95.50%)	191,044,443 (4.50%)

As more than half of the valid votes were cast in favour of Resolutions No. 1 to No. 8, all these resolutions were duly passed as ordinary resolutions.

The following Directors attended the Annual General Meeting either in person or by electronic means: Mr. ZHAO Jiejun, Mr. ZHANG Ping, Mr. SUN Yugang, Mr. ZHU Xiaohui, Mr. CHEN Yiyi, Ms. GAN Lu, Mr. CHOW Ming Sang and Mr. LEE Kong Wai, Conway. Mr. LI Shengli was unable to attend the Annual General Meeting due to other work commitment.

PAYMENT OF DIVIDEND

The final dividend of the Company of RMB0.0045 per ordinary share for the year ended 31 December 2023 (the “**Final Dividend**”) will be paid on or about Friday, 28 June 2024 to shareholders whose names appear on the register of members of the Company on Thursday, 20 June 2024. The Final Dividend to be paid to the Company’s shareholders shall be HK\$0.00494 per ordinary share, calculated with reference to the median exchange rate between Renminbi (“**RMB**”) and Hong Kong Dollars (“**HK\$**”) as announced by the People’s Bank of China on 12 June 2024 (the date when the shareholders of the Company approved the Final Dividend) which was HK\$1 = RMB0.9108.

By Order of the Board
China Modern Dairy Holdings Ltd.
LI Kwok Fat
Company Secretary

Hong Kong, 12 June 2024

As of the date of this announcement, the executive directors are Mr. SUN Yugang and Mr. ZHU Xiaohui, the non-executive directors are Mr. ZHAO Jiejun (Chairman), Mr. ZHANG Ping, Mr. CHEN Yiyi and Ms. GAN Lu, the independent non-executive directors are Mr. LI Shengli, Mr. LEE Kong Wai Conway and Mr. CHOW Ming Sang.