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## **CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED**

### **中國中地乳業控股有限公司**

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

(Stock Code: 1492)

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 9 DECEMBER 2016**

Reference is made to the notice of extraordinary general meeting of China ZhongDi Dairy Holdings Company Limited (the “**Company**”) dated 24 November 2016 (the “**Notice**”) and the circular of the Company dated 24 November 2016 (the “**Circular**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on Friday, 9 December 2016 at Conference Room, 10/F, Block A, Time Fortune Compound, No. A6, Shuguang Xili, Chaoyang District, Beijing, the PRC.

The number of issued Shares as at the date of the EGM was 2,174,078,000 Shares. YeGu Investment, Green Farmlands Group, SiYuan Investment and Tai Shing, being the Shareholders and companies controlled by Mr. Zhang Jianshe, Mr. Zhang Kaizhan and Mr. Liu Dai, each of whom is a Director who has a material interest (which is different from those of the Independent Shareholders) in the Supplemental Construction Services Framework Agreement, the transactions contemplated thereunder and the Revised Caps, were required under the Listing Rules to abstain and abstained from voting on the resolution proposed at the EGM. As at the date of the EGM, YeGu Investment, Green Farmlands Group, SiYuan Investment and Tai Shing held and controlled the voting rights of an aggregate of 875,068,000 Shares, representing approximately 40.25% of the total issued share capital of the Company. Accordingly, the total number of Shares entitling the holders to attend the EGM and vote for or against the resolution proposed at the EGM was 1,299,010,000 Shares.

Save as disclosed above, there were no Shares entitling the holders to attend the EGM and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the EGM.

Details of the poll results in respect of the resolution set out in the Notice and proposed at the EGM were as follows:

| <b>ORDINARY RESOLUTION</b> |   | <b>NUMBER OF VOTES</b>           |                                 |
|----------------------------|---|----------------------------------|---------------------------------|
|                            |   | <b>(Approximate %)</b>           |                                 |
|                            |   | <b><i>For</i></b>                | <b><i>Against</i></b>           |
| 1.                         | <p>(a) To approve, confirm and ratify the Supplemental Construction Services Framework Agreement dated 28 October 2016 entered into between the Company and Urban Construction, the transactions contemplated thereunder and the proposed Revised Caps for the year ending 31 December 2016; and</p> <p>(b) To authorise any one Director to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Supplemental Construction Services Framework Agreement, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Supplemental Construction Services Framework Agreement and the transactions contemplated thereunder, and to agree with such variation, amendment or waiver as, in the opinion of such Director, in the interests of the Company and the Shareholders as a whole.</p> | <p>975,110,000<br/>(90.26 %)</p> | <p>105,260,000<br/>(9.74 %)</p> |

As more than 50% of the votes were cast in favour of the resolution set out above at the EGM, the resolution was duly passed as an ordinary resolution of the Company. For details of the aforesaid resolution, the Shareholders may refer to the Circular and the Notice.

Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, acted as the scrutineer for vote-taking at the EGM.

On behalf of the Board  
**CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED**  
**Zhang Jianshe**  
*Chairman*

Beijing, the People's Republic of China  
9 December 2016

*As at the date hereof, the Board comprises Mr. Zhang Jianshe and Mr. Zhang Kaizhan as executive Directors, Mr. Liu Dai, Mr. Du Yuchen, Mr. Li Jian and Ms. Yu Tianhua as non-executive Directors and Prof. Li Shengli, Dr. Zan Linsen and Mr. Joseph Chow as independent non-executive Directors.*