
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Shengmu Organic Milk Limited (the “**Company**”), you should at once hand this circular and the accompanying proxy form 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 the transferee.

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CHINA SHENGMU ORGANIC MILK LIMITED
中國聖牧有機奶業有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1432)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED FINAL DIVIDEND,
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2024 AGM**

A notice convening an annual general meeting of the Company to be held at Conference Room, 2/F, Shengmu Building, Shaerqin Industrial Park, Southern District of Ruyi Development New Zone, Tumotezuoqi, Hohhot, Inner Mongolia Autonomous Region, PRC at 10:00 a.m. on Friday, 14 June 2024 is set out on pages 21 to 25 of this circular. A form of proxy for use at the 2024 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.youjimilk.com).

Whether or not you are able to attend the 2024 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2024 AGM or any adjourned meeting thereof if they so wish, in which event your proxy form shall be deemed to be revoked.

22 April 2024

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DEFINITIONS

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

“2024 AGM”	an annual general meeting of the Company to be held at Conference Room, 2/F, Shengmu Building, Shaerqin Industrial Park, Southern District of Ruyi Development New Zone, Tumotezuqi, Hohhot, Inner Mongolia Autonomous Region, PRC at 10:00 a.m. on Friday, 14 June 2024 to consider and, if appropriate, to approve the resolutions contained in the AGM Notice which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2024 AGM set out on pages 21 to 25 of this circular
“Articles”	the third amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Act”	the Companies Act of the Cayman Islands, as amended from time to time
“Company”	China Shengmu Organic Milk Limited (中國聖牧有機奶業有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 11 December 2013 and the shares of which are listed on the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“Extension Mandate”	as defined in paragraph 2(c) of the section headed “Letter from the Board” of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issuance Mandate”	as defined in paragraph 2(a) of the section headed “Letter from the Board” of this circular
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Articles”	the fourth amended and restated memorandum and articles of association proposed to be adopted at the 2024 AGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the amendments of the Articles in order to (i) update and bring the Articles in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023); and (ii) incorporate certain consequential amendments, the details of which are set out in Appendix III to this circular
“Repurchase Mandate”	as defined in paragraph 2(b) of the section headed “Letter from the Board” of this circular
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of par value HK\$0.00001 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent



CHINA SHENGMU ORGANIC MILK LIMITED

中國聖牧有機奶業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1432)

Executive Director:

Mr. ZHANG Jiawang

Non-executive Directors:

Mr. LU Minfang (*Chairman*)

Mr. ZHANG Ping

Mr. ZHAO Jiejun

Mr. SUN Qian

Ms. SHAO Lijun

Independent non-executive Directors:

Mr. WANG Liyan

Mr. WU Liang

Mr. SUN Yansheng

Registered office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

***Headquarters and principal place of
business in the PRC:***

Food Industry Park

Deng Kou County

Bayannur City

Inner Mongolia Autonomous Region

PRC

Principal place of business in Hong Kong:

Room A, 32nd Floor

COFCO Tower

262 Gloucester Road

Causeway Bay

Hong Kong

22 April 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED FINAL DIVIDEND,
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2024 AGM**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the 2024 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of Repurchase Mandate to the Directors; (iii) the granting of Extension Mandate to the Directors; (iv) the re-election of the retiring Directors; (v) proposed adoption of the New Articles; (vi) proposed final dividend; and (vii) the notice of the 2024 AGM.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE ISSUANCE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders pursuant to the ordinary resolutions duly passed at the last annual general meeting on 15 June 2023. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the 2024 AGM.

Ordinary resolutions will be proposed at the 2024 AGM to approve the granting of the new general mandates to the Directors that would enable the Company:

- (a) to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution at the 2024 AGM (the "**Issuance Mandate**");
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the 2024 AGM (the "**Repurchase Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the total number of Shares repurchased by the Company pursuant to, and in accordance with, the Repurchase Mandate referred to in paragraph (b) above (the "**Extension Mandate**").

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Issuance Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period during which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present immediate plan to exercise the Issuance Mandate, the Repurchase Mandate and the Extension Mandate (if granted to the Directors at the 2024 AGM).

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 16.18, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

Following the review of the Board's composition by the nomination committee of the Company ("**Nomination Committee**") and based on the nomination policy of the Company, Mr. ZHANG Ping, Ms. SHAO Lijun and Mr. SUN Yansheng, shall retire at the 2024 AGM and they, being eligible, offer themselves for re-election at the 2024 AGM.

The Nomination Committee has reviewed and considered the respective experience, skills and knowledge of each Director to be re-elected, in particular those of (1) Mr. ZHANG in corporate development, governance and financial strategy formulation; (2) Ms. SHAO in capital markets; and (3) Mr. SUN in corporate governance and legal practice, and their respective time commitment for discharge of duties as Board members, and recommended to the Board that the re-election of all Directors mentioned in the foregoing be proposed for Shareholders' approval at the 2024 AGM. In addition to the experience, skills and knowledge of Mr. ZHANG, Ms. SHAO and Mr. SUN as mentioned above, the Board also considered that, with due regard to the Board's diversity policy, their cultural and educational background, age, gender and professional experience would contribute to the diversity of the Board.

The Nomination Committee has assessed and reviewed the written confirmation of independence of Mr. SUN based on the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board are not aware of any circumstance that might influence the independence of Mr. SUN and considers Mr. SUN to be independent. During Mr. SUN's years of appointment, he has demonstrated his ability to provide independent views to the Company's matters and has never engaged in any executive management of the Company. The Nomination Committee is satisfied that, taking into account, among others, the valuable insights, useful guidance and independent judgment provided to the Board by Mr. SUN, Mr. SUN is of such character, integrity and experience commensurate with office of an independent non-executive Director. Mr. SUN's professional background, knowledge and experience in corporate governance and law have also contributed to the diversity of the Board. The Nomination Committee is of the view that the Board will continue to benefit from the presence and professional knowledge of Mr. SUN and believes that Mr. SUN has the character, integrity, independence and expertise to continue to fulfill his role as an independent non-executive Director. Based on the abovementioned considerations, the Board, on the recommendation of the Nomination Committee, would recommend Mr. SUN for re-election at the 2024 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors proposed to be re-elected at the 2024 AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the 2024 AGM to re-appoint Ernst & Young as the external auditors of the Company to hold office from the conclusion of the 2024 AGM until the next annual general meeting and to authorise the Board to fix its remuneration.

5. FINAL DIVIDEND

The Board has recommended a final dividend of HK\$0.0023 per Share payable on or about Friday, 5 July 2024 to the Shareholders whose names appear on the register of members of the Company on Friday, 21 June 2024 subject to approval by the Shareholders at the 2024 AGM.

6. PROPOSED ADOPTION OF THE NEW ARTICLES

The Company proposes to amend its Articles in order to: (i) update and bring the Articles in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023); and (ii) incorporate certain consequential amendments. The Board will also propose that the New Articles, which contain all the Proposed Amendments as set out in Appendix III to this circular, be adopted to replace the Articles. The Proposed Amendments and adoption of the New Articles are subject to the approval of the Shareholders by way of a special resolution at the 2024 AGM. Full particulars of the Proposed Amendments (marked-up against the Articles) are set out in Appendix III to this circular.

The Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Articles is purely for reference only. Should there be any discrepancy, the English version of the New Articles shall prevail.

The legal advisors to the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and do not violate Cayman Islands law.

7. 2024 AGM AND PROXY ARRANGEMENT

A notice convening the 2024 AGM to be held at Conference Room, 2/F, Shengmu Building, Shaerqin Industrial Park, Southern District of Ruyi Development New Zone, Tumotezuqi, Hohhot, Inner Mongolia Autonomous Region, PRC at 10:00 a.m. on Friday, 14 June 2024 is set out on pages 21 to 25 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2024 AGM. An announcement on the poll vote results will be published by the Company after the 2024 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

You will find enclosed with this circular a form of proxy for use at the 2024 AGM and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.youjimilk.com). Whether or not you are able to attend the 2024 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2024 AGM or any adjourned meeting thereof if you so wish, in which event your proxy form shall be deemed to be revoked.

8. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate, the Repurchase Mandate, the Extension Mandate, the recommendation of final dividend, the re-election of the retiring Directors and the adoption of the New Articles are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

9. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods:

- (i) For the purpose of determining Shareholders' entitlements to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the 2024 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 7 June 2024.
- (ii) For the purpose of determining Shareholders' entitlements to the proposed final dividend, the register of members of the Company will be closed from Thursday, 20 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at the same address as set out above not later than 4:30 p.m. on Wednesday, 19 June 2024.

LETTER FROM THE BOARD

10. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2024 AGM; and Appendix III — Proposed amendments to the Articles of Association.

11. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
China Shengmu Organic Milk Limited
LU Minfang
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2024 AGM in relation to the granting of the Repurchase Mandate.

1. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange recognized by the Securities and Futures Commission and the Stock Exchange. Such repurchases may, depending on 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 repurchases will benefit the Company and the Shareholders.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,381,295,229 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company as at the Latest Practicable Date remains unchanged up to the date of the 2024 AGM, i.e. being 8,381,295,229 Shares, the Directors would be authorized to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 838,129,522 Shares, being 10% of the total number of issued shares of the Company as at the date of the 2024 AGM.

3. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the laws of the Cayman Islands, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorized by the Articles and subject to the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorized by the Articles and subject to the Companies Act, out of capital. In accordance with the laws of the Cayman Islands, the shares repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2023 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Start Great Holdings Limited ("**Start Great**") (which is controlled by China Mengniu Dairy Company Limited) owned 2,513,178,555 Shares (approximately 29.99% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the interest of Start Great would be increased from approximately 29.99% to approximately 33.32%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent resulting in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Shares in public hands.

5. LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed where such exchange is recognized by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

6. GENERAL

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles. Neither this explanatory statement nor the proposed repurchase of Shares has any unusual features.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or that he has undertaken not to sell any of the Shares held by him to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Price (Per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.340	0.300
May	0.390	0.290
June	0.385	0.315
July	0.350	0.290
August	0.315	0.245
September	0.345	0.255
October	0.345	0.290
November	0.305	0.275
December	0.280	0.250
2024		
January	0.265	0.239
February	0.236	0.217
March	0.218	0.190
April (up to the Latest Practicable Date)	0.199	0.186

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2024 AGM

The biographical details of the Directors proposed to be retired and be re-elected at the 2024 AGM are set out as follows:

1. ZHANG Ping (張平) (“Mr. ZHANG”)

Mr. ZHANG Ping (張平), aged 59, is a non-executive Director of the Company. Mr. ZHANG was appointed to the Board on 25 August 2020. Mr. ZHANG joined China Mengniu Dairy Co. Ltd. (中國蒙牛乳業有限公司) and its subsidiaries (collectively the “**Mengniu Group**”) in 2014 and was an executive director of Mengniu during the period from 1 December 2021 to 26 March 2024. Mr. Zhang is currently an executive director, a vice president and chief financial officer of Mengniu Group. Mr. ZHANG is also a director in several subsidiaries of Mengniu Group, including major subsidiaries being Inner Mongolia Mengniu Dairy Group Limited (內蒙古蒙牛乳業(集團)股份有限公司) and Inner Mongonlia Tegaoxin Dairy Co., Ltd. (內蒙古特高新乳製品有限公司). He has over 33 years of experience in the fast-moving consumer goods industry, specializing in management of operation, finance and audit as well as risk control. Mr. ZHANG worked in Swire Beverages group companies as manager responsible for internal audit and system, finance director, general manager of bottler manufacturing company and chief executive officer of Coca-Cola Bottlers Manufacturing Holdings Limited. Mr. ZHANG is also a non-executive director of Yashili (a Hong Kong-listed company) and China Modern Dairy respectively, and a non-independent director of Milkground, a company listed on Shanghai Stock Exchange. Mr. ZHANG graduated from Beijing Information Science and Technology University (北京信息科技大學) with a master’s degree in management engineering.

Pursuant to the Director’s service contract entered into between the Company and Mr. ZHANG, his initial current term of office is for a period of three years commencing from the date of appointment and shall be automatically renewed upon expiry, unless terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. ZHANG is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to his service contract, Mr. ZHANG is not entitled to any director fee, subject to revision in future by the decision of the Board based on the recommendation of the Company’s remuneration committee.

Save as disclosed above, Mr. ZHANG (i) has not held any other positions in the Company and its subsidiaries, and does not have any relationships with any Directors, senior management members or Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries; (ii) has not held any other directorships in other public companies the securities of which are listed on any securities market in the last three years; (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iv) 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 the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2024 AGM

2. SHAO Lijun (邵麗君) (“Ms. SHAO”)

Ms. SHAO Lijun (邵麗君), aged 38, was appointed as a non-executive Director of the Company on 30 July 2021. Ms. SHAO is currently a director of Nong You Co., Ltd. and the general manager of Beijing Zhinong, each of which is a substantial shareholder of the Company. Ms. SHAO is also currently a director of Beijing Dabeinong Technology Group Co., Ltd. (北京大北農科技集團股份有限公司), Inner Mongolia Shengmu High-tech Farming Co., Ltd.(內蒙古聖牧高科牧業有限公司), a general manager and executive director of Changchun Shengshihuinong Agriculture and Trading Co., Ltd. (長春盛世匯農農貿有限公司), and a supervisor of Beijing Dabeinong Holding Co., Ltd. (北京大北農控股有限公司), Beijing Dabeinong International Science and Technology Co., Ltd(北京大北農國際科技有限公司). Ms. SHAO resigned from the positions of director of Shanghai Fujie Information Technology Co., Ltd. (上海富捷信息技術有限公司), Shanghai Congrong Information Technology Co., Ltd. (上海聰融信息技術有限公司), Naifen Information Technology (Shanghai) Co., Ltd. (奈紛信息技術(上海)有限公司), NetFin Works International Limited and NetFin Works Holdings Limited in January 2024. Ms. SHAO obtained a Bachelor of Law degree from China University of Mining and Technology (中國礦業大學).

Pursuant to the Director’s service contract entered into between the Company and Ms. SHAO, her initial current term of office is for a period of three years commencing from the date of appointment and shall be automatically renewed upon expiry, unless terminated by either party giving to the other not less than three months’ prior notice in writing. Ms. SHAO is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to his service contract, Ms. SHAO is not entitled to any director fee.

Save as disclosed above, Ms. SHAO (i) has not held any other positions in the Company and its subsidiaries, and does not have any relationships with any Directors, senior management members or Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries; (ii) has not held any other directorships in other public companies the securities of which are listed on any securities market in the last three years; (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iv) 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 the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2024 AGM

3. SUN Yansheng (孫延生) (“Mr. SUN”)

Mr. SUN Yansheng (孫延生), aged 60, is appointed as an independent non-executive Director of the Company on 30 July 2021. Mr. SUN is currently an independent director of Newonder Special Electric Co.,Ltd. (新華都特種電氣股份有限公司), a company incorporated in the PRC with limited liability whose shares are listed on the National Equities Exchange and Quotations (stock code: 837503), an independent non-executive director of Steve Leung Design Group Limited (香港梁志天設計集團有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 2262), an independent director of Meizhongjiahe Medical Technology Development Group Co., Ltd. (美中嘉和醫學技術發展集團股份有限公司), (a limited company registered and established in the PRC, with its shares listed on the Hong Kong Stock Exchange (stock code: 2453)), an independent director of Arcotech Solar Holding Co.,Ltd. (江蘇中信博新能源科技股份有限公司), a company incorporated in the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 688408), an independent director of Lanpec Technologies Limited (甘肅藍科石化高新裝備股份有限公司), a company incorporated in the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 601798), an independent director of Mudanjiang Hengfeng Paper Co.,Ltd. (牡丹江恆豐紙業股份有限公司), a company incorporated in the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 600356) and a director of China National Machinery Industry International Co., Ltd. (中國機械國際合作股份有限公司) a company incorporated in PRC with limited liability. Until June 2022, Mr. SUN also served as an independent director of Jiangsu Zhongxin Bo Xin Energy Technology Co., Ltd. (江蘇中信博新能源科技股份有限公司), (a limited company registered and established in the PRC , with its shares listed on the Shanghai Stock Exchange (stock code: 688408)).

Mr. SUN qualified as a PRC Lawyer in June 1994 and founded Beijing Tian Yin Law Firm (北京市天銀律師事務所) in December 2002. From February 2013 to April 2016, he was a member of the planning committee of the China Securities Regulatory Commission, which was principally engaged in the carrying out of forward-looking research on and to propose solutions to capital market-related laws and policies, where he was mainly responsible for advising on regulatory reform as well as carrying out research on capital market supervision, registration reform and information disclosure. Since April 2016, he has been the founding partner of Beijing Duncheng Investment Management Consultation Centre (Limited Partnership) (北京敦誠投資管理諮詢中心(有限合夥)), which is principally engaged in the provision of investment advice on industries and government guidance and the management of industry funds, where he is mainly responsible for participating in the formation of industry funds, guiding the formation of local government industrial funds and serving as a listed company and government financing and strategic adviser.

Mr. SUN obtained a Bachelor of Law degree from the Inner Mongolia University (內蒙古大學), the PRC in 1986 and a Master of Law degree from the Renmin University of China (中國人民大學), the PRC in 2003. He also received a certificate of completion for a postgraduate course in political economics from the Harbin Institute of Technology (哈爾濱工業大學), the PRC in 1999.

Pursuant to the Director’s service contract entered into between the Company and Mr. SUN, his initial current term of office is for a period of three years commencing from the date of appointment and shall be automatically renewed upon expiry, unless terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. SUN is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2024 AGM

Mr. SUN is entitled to a fixed director fee of RMB200,000 per annum with no other benefits or emoluments subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee. The emoluments of Mr. SUN have been determined with reference to his role, duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Save as disclosed above, Mr. SUN (i) has not held any other positions in the Company and its subsidiaries, and does not have any relationships with any Directors, senior management members or Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries; (ii) has not held any other directorships in other public companies the securities of which are listed on any securities market in the last three years; (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iv) 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 the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles. If the serial numbering of the Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the New Articles as so amended shall be changed accordingly, including cross-references.

Article	Proposed Amendments (showing changes to the existing Articles)
2	<p>2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p style="text-align: center;"><u>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</u></p>
20.2	Proposed amendments are made to the Chinese version of Article 20.2 of the Articles.
28.6	To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.
30	<p>30.1 Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication,</u> may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p><u>(a) personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p><u>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or;</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Article	Proposed Amendments (showing changes to the existing Articles)
	<p><u>(d)</u> by placing it on the Company’s Website and the Exchange’s website; or <u>(e)</u> (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>
	<p>30.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:</p> <ul style="list-style-type: none"> (a) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members; (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting; (c) the Auditors; (d) each Director and alternate Director; (e) the Exchange; and (f) such other person to whom such notice is required to be given in accordance with the Listing Rules. <p>30.3 No other person shall be entitled to receive notices of general meetings.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Article	Proposed Amendments (showing changes to the existing Articles)
	<p>30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p> <p><u>Any notice or document, including any Corporate Communication:</u></p> <p>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</p> <p>(b) 30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof; 30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being placed on the Company’s Website and the Exchange’s website shall be deemed to be served at the time the notice or document first appears on the Company’s Website and the Exchange’s website, or at such later time as may be prescribed by the Listing Rules; and</u></p> <p>(e) 30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Article	Proposed Amendments (showing changes to the existing Articles)
	<p>30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>
	<p>30.9</p>
	<p><u>30.5</u> A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong 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 in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>
	<p>30.10</p>
	<p><u>30.6</u> Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.</p>
	<p>30.11</p>
	<p><u>30.7</u> Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.</p>
	<p>30.12</p>
	<p><u>30.8</u> The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.</p>



CHINA SHENGMU ORGANIC MILK LIMITED

中國聖牧有機奶業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1432)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Shengmu Organic Milk Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 14 June 2024 at Conference Room, 2/F, Shengmu Building, Shaerqin Industrial Park, Southern District of Ruyi Development New Zone, Tumotezuqi, Hohhot, Inner Mongolia Autonomous Region, PRC for considering and, if thought fit, passing with or without amendments, the following resolutions as resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023.
2. To approve the proposed final dividend of HK\$0.0023 per share for the year ended 31 December 2023.
3. To re-appoint Ernst & Young as auditors of the Company and the board of Directors (the “**Board**”) be authorized to fix their remuneration.
4.
 - (a) To re-elect Mr. ZHANG Ping as a non-executive Director.
 - (b) To re-elect Ms. SHAO Lijun as a non-executive Director.
 - (c) To re-elect Mr. SUN Yansheng as an independent non-executive Director.
5. To authorize the Board to fix the respective Directors’ remuneration.
6. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE 2024 AGM

- (b) the Directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attached to any convertible securities issued by the Company, which are convertible into Shares;
 - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the “**Articles**”) from time to time,
- shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of 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 laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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).”

NOTICE OF THE 2024 AGM

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of 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 laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. **“THAT** conditional upon the passing of the ordinary resolutions 6 and 7 as set out in this notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors pursuant to ordinary resolution 6 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution 7 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

NOTICE OF THE 2024 AGM

SPECIAL RESOLUTION

9. “**THAT** the fourth amended and restated memorandum and articles of association of the Company (the “**New Articles**”), a copy of which has been produced to this meeting and marked “A”, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing third amended and restated memorandum and articles of association of the Company and any one of the Director be and is hereby authorized to do all things necessary to implement the adoption of the New Articles.”

By Order of the Board
China Shengmu Organic Milk Limited
LI Kwok Fat
Company Secretary

Hong Kong, 22 April 2024

As at the date of this notice, the Board comprises Mr. Zhang Jiawang, as executive Director; Mr. Lu Minfang, Mr. Zhang Ping, Mr. Zhao Jiejun, Mr. Sun Qian and Ms. Shao Lijun, as non-executive Directors; Mr. Wang Liyan, Mr. Wu Liang and Mr. Sun Yansheng, as independent non-executive Directors.

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF THE 2024 AGM

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. To ascertain shareholders' eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of Shares should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 7 June 2024.

To ascertain shareholders' eligibility for the proposed final dividend, the register of members of the Company will be closed from Thursday, 20 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no share transfer will be effected. In order to qualify for the proposed final dividend, unregistered holders of Shares should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 19 June 2024.

7. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to whether to vote for or against the ordinary resolution 7 as set out in the Notice is set out in Appendix I to the circular of the Company dated 22 April 2024 to its shareholders.
8. Details of the retiring Directors proposed to be re-elected as Directors at the Meeting are set out in Appendix II to the circular of the Company dated 22 April 2024 to its shareholders.
9. A form of proxy for use at the Meeting is enclosed.