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China Feihe Limited
中國飛鶴有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6186)



YuanShengTai Dairy Farm Limited
原生態牧業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1431)

**JOINT ANNOUNCEMENT
CLARIFICATION ANNOUNCEMENT AND
DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT
RELATING TO
CONDITIONAL VOLUNTARY GENERAL OFFER BY
CLSA LIMITED ON BEHALF OF
CHINA FEIHE LIMITED
FOR ALL OF THE OUTSTANDING SHARES OF
YUANSHENGTAI DAIRY FARM LIMITED
AND FOR THE CANCELLATION OF
ALL OF THE OUTSTANDING OPTIONS OF
YUANSHENGTAI DAIRY FARM LIMITED**

Exclusive Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



References are made to the joint announcement dated 6 September 2020 (the “**Rule 3.5 Announcement**”) jointly issued by China Feihe Limited (the “**Offeror**”) and YuanShengTai Dairy Farm Limited (the “**Company**”). Capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement, unless the context herein requires otherwise.

CLARIFICATION IN RELATION TO THE ANTI-TRUST CLEARANCE

Due to an inadvertent oversight by the Offeror, it was not brought to the attention of the Executive before the Rule 3.5 Announcement that PRC anti-trust approval was required for the Offers and such requirement was not disclosed in the Rule 3.5 Announcement. The Offeror is now in the process of preparing the anti-trust filings. The Offeror considers that the obtaining of the PRC anti-trust approval forms part of Conditions (c) and (d) of the “Conditions of the Offers – The Share Offer” as disclosed under the Rule 3.5 Announcement. The Executive has indicated that it will look into this matter and expresses no views at this stage, and reserves the right to take appropriate action in respect of the matter.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document together with the WHITE form of acceptance in respect of the Share Offer and the PINK form of acceptance in respect of the Option Offer accompanying the Composite Document (the “**Forms of Acceptance**”) shall be despatched to the Shareholders within 21 days of the date of the Rule 3.5 Announcement (i.e. on or before 27 September 2020 which is extended to 28 September 2020 under the Takeovers Code as 27 September 2020 is not a business day) or such later date as the Executive may approve.

As additional time is required to finalize certain information to be included in the Composite Document, which include, among others, the property valuation report on the properties held by the Company, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document, together with the Forms of Acceptance, to a date falling on or before 12 October 2020. The Executive has indicated that it is minded to grant such consent.

A further announcement will be jointly made by the Offeror and the Company when the Composite Document together with the Forms of Acceptance is despatched.

By Order of the Board
China Feihe Limited
Leng Youbin
Chairman

By Order of the Board
YuanShengTai Dairy Farm Limited
Zhao Hongliang
Chairman

Hong Kong, 28 September 2020

As at the date of this joint announcement, the executive directors of the Offeror are Mr. LENG Youbin, Mr. LIU Hua, Mr. CAI Fangliang, Ms. Judy Fong-Yee TU and Mr. CHEUNG Kwok Wah; the non-executive directors of the Offeror are Mr. GAO Yu and Mr. Kingsley Kwok King CHAN; and the independent non-executive directors of the Offeror are Ms. LIU Jinping, Mr. SONG Jianwu, Mr. FAN Yonghong and Mr. Jacques Maurice LAFORGE.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information in relation to the Company) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive Directors of the Company are Mr. Zhao Hongliang, Mr. Fu Wenguo, Mr. Chen Xiangqing and Mr. Liu Gang; and the independent non-executive Directors of the Company are Mr. Meng Jingzong (alias Owens Meng), Mr. Zhang Yuezhou and Mr. Zhu Zhanbo.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information in relation to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.