



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)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD AT ISLAND BALLROOM, LEVEL 5, ISLAND SHANGRI-LA HONG
KONG, PACIFIC PLACE, SUPREME COURT ROAD, CENTRAL, HONG KONG
ON FRIDAY, NOVEMBER 30, 2012.**

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____

ordinary shares in the share capital of China Modern Dairy Holdings Ltd. (the "Company") HEREBY APPOINT (Note 3) the Chairman of the Extraordinary General Meeting or _____

of _____
as my/our proxy to attend and vote for me/us at the Extraordinary General Meeting of the Company to be held at Island Ballroom, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, November 30, 2012 at 10:45 a.m. or immediately after the conclusion or adjournment of the Annual General Meeting which will be held at the same place on the same date and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolution as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
(a)	To approve the new framework supply agreement (the "New Framework Supply Agreement") dated October 10, 2012 in relation to the supply of Forage Grass, the transactions contemplated thereunder (the "Transactions"), and the related annual caps (the "Caps").		
(b)	To authorize the board of directors of the Company to take all such actions as it considers necessary or desirable to implement and give effect to the New Framework Supply Agreement, the Transactions and the Caps.		

Dated this _____ day of _____, 2012 Signature (Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **Important: If you wish to vote for the resolution, tick in the appropriate box marked "FOR". If you wish to vote against the resolution, tick in the appropriate box marked "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than referred to above.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under seal, under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares of the Company as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such shares of the Company will alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy along with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority, must be completed and lodged at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person at the meeting or any adjourned thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.