



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 ANNUAL GENERAL MEETING
TO BE HELD AT ATRIUM ROOM, 39/F, ISLAND SHANGRI-LA, PACIFIC PLACE,
SUPREME COURT ROAD, CENTRAL, HONG KONG,
ON (THURSDAY, 5 JUNE 2014) AT 3:00 P.M.**

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
Annual General Meeting or _____

of _____
as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held at Atrium Room, 39/F, Island Shangri-La Hong
Kong, Pacific Place, Supreme Court Road, Central Hong Kong on Thursday, 5 June 2014 at 3:00 p.m. and at any adjournment thereof and to vote for
me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
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 six months ended 31 December 2013.		
2(a).	To re-elect the retiring directors:		
	(i) Mr. HAN Chunlin		
	(ii) Mr. WOLHARDT Julian Juul		
	(iii) Mr. HUI Chi Kin, Max		
	(iv) Mr. KANG Yan		
2(b).	To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	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.	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.		
5.	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.		
6.	Conditional upon the passing of resolutions numbered 4 and numbered 5 set out in the notice convening this meeting, the aggregate nominal amount of the shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 5 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 4.		
7.	To approve and adopt the share option scheme of the Company ("Share Option Scheme") and to authorize the directors of the Company to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme.		

Dated this _____ day of _____ 2014 Signature (Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company 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 Annual General Meeting is preferred, strike out the words "the Chairman of the Annual General Meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company 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, attorney or other person duly authorized.
6. Where there are joint registered holders of any share of the Company, 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 notarially certified copy of that power or authority, must be completed and delivered 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 appointed for the holding of the meeting or any adjourned meeting thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) 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.