



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 MEETING ROOM, REGUS CONFERENCE CENTRE,
35TH FLOOR, CENTRAL PLAZA, 18 HARBOUR ROAD, WANCHAI,
HONG KONG ON MONDAY, AUGUST 1, 2016 AT 11:00 A.M.
(THE "EXTRAORDINARY GENERAL MEETING")**

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 Meeting Room, Regus Conference Centre,
35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, August 1, 2016 at 11:00 a.m. 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, ratify and confirm the sale and purchase agreement (the "Sale and Purchase Agreement") dated June 16, 2016 entered into between China Modern Dairy Holdings Ltd. (the "Company") as purchaser and Mr. ZUO Weilin, Mr. YANG Jingchao, Mr. GUO Hanqing, Mr. SUN Yongping and Mr. LIU Yanbin as sellers (a copy of which is tabled at the Extraordinary General Meeting and marked "A" and initialled by the chairman of the Extraordinary General Meeting for identification purpose) in relation to the acquisition of 45% equity interest in Modern Farm (Anhui) Dairy Product Sales Co., Ltd., the terms thereof and the transactions contemplated thereunder.		
(b)	To approve, subject to completion of the Sale and Purchase Agreement, the allotment and issue of 338,602,205 new ordinary shares ("Shares") at the issue price of HK\$1.46 per Share by the Company in accordance with the terms and conditions of the Sale and Purchase Agreement.		
(c)	To authorize the directors of the Company ("Directors") to do all such acts and things, to make, sign, execute and deliver such documents or agreements or deeds or instruments on behalf of the Company (and, where necessary, to affix the seal of the Company on them in accordance with the amended and restated articles of association of the Company) and to do such other things and to do and take all such actions, steps, deeds and things in such manner and to sign all documents as they may deem necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement) as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		

Dated this _____ day of _____ 2016 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 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 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, 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 holding the meeting or any adjourned meeting thereof (as the case may be). 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 (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.