



MODERN FARMING  
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 MARINA ROOM II, 2/F., THE EXCELSIOR HONG KONG, 281 GLOUCESTER ROAD,**  
**CAUSEWAY BAY, HONG KONG ON FRIDAY, MARCH 2, 2018 AT 10:00 A.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 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 Marina Room II, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, March 2, 2018 at 10:00 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. Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated February 12, 2018.

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
(a)	the Share Transfer Agreements (as defined in the circular of the Company dated February 12, 2018, hereinafter referred to as the "Circular") entered into between Modern Farming (Group) Co., Ltd. (現代牧業(集團)有限公司) as seller and Inner Mongolia Mengniu Dairy (Group) Company Limited (內蒙古蒙牛乳業(集團)股份有限公司) as buyer dated January 22, 2017 (a copy of which is tabled at the Meeting and marked "A" and initialed by the chairman of the Meeting for identification purpose) in relation to the Disposal (as defined in the Circular) be and are hereby approved, ratified and confirmed;		
(b)	the board of directors of the Company be and is hereby authorized to take all such actions as it considers necessary or desirable to implement and give effect to the Share Transfer Agreements and the implementation on of all the transactions contemplated thereunder including, without limitation, the Disposal.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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. In case of joint shareholding, the senior joint shareholder, whether in person or by proxy, will alone be entitled to vote, with his/her vote being accepted to the exclusion of the votes of any other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
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 initialed by the person who signs it.