



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 ANNUAL GENERAL MEETING
TO BE HELD AT THE BALLROOM, LEVEL 3, JW MARRIOTT HOTEL HONG KONG, PACIFIC PLACE, 88
QUEENSWAY, HONG KONG ON WEDNESDAY, 12 JUNE 2024 AT 9:30 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 Annual General Meeting or
_____ of _____
as my/our proxy to attend and vote for me/us at the annual general meeting (the "Annual General Meeting") of the Company to be held at the Ballroom, Level
3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 June 2024 at 9:30 a.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 year ended 31 December 2023.		
2.	To approve the proposed final dividend of RMB0.0045 per share for the year ended 31 December 2023.		
3.	To re-elect the following directors of the Company ("Directors") and authorize the board of Directors to fix directors' fees, including:		
	(A) to re-elect Mr. Zhu Xiaohui as a Director;		
	(B) to re-elect Ms. Gan Lu as a Director;		
	(C) to re-elect Mr. Chow Ming Sang as a Director; and		
	(D) to authorize the board of Directors to fix directors' fees.		
4.	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.		
5.	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.		
6.	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.		
7.	Conditional upon the passing of resolutions numbered 5 and numbered 6 set out in the notice convening the Annual General Meeting, the aggregate nominal amount of the shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 6 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 5.		
8.	(a) to approve, confirm and ratify the Option Agreement dated 1 February, 2024 entered into between the Company and China Agricultural Reclamation Industry Development Fund (Limited Partnership) (中國農墾產業發展基金(有限合夥)) in relation to the allotment and issuance of option shares (the "Option Shares") at the exercise price as set out in the Option Agreement (the "Option Agreement"), and all the transactions contemplated thereunder;		
	(b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Option Shares to be allotted and issued, to grant a specific mandate to the Directors to allot and issue the Option Shares in accordance with the terms of the Option Agreement; and		
	(c) to authorize any one or more of the Directors to execute all such documents and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Option Agreement, the transactions contemplated thereunder and the allotment and issue of the Option Shares under the relevant specific mandate.		

Dated this _____ day of _____ 2024

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 branch share registrar and transfer office 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 initialed by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual General Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.