



# CHINA MENGNIU DAIRY COMPANY LIMITED

中國蒙牛乳業有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2319)

Number of shares to which this proxy form relates <sup>(note 1)</sup>

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## FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We <sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares of HK\$0.10 each (the "Shares") in the capital of CHINA MENGNIU DAIRY COMPANY LIMITED (the "Company"), hereby APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at Extraordinary General Meeting of the Company ("EGM") (and at any adjournment thereof) to be held at Ballroom, 3rd Floor, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 August 2009 at 9:30 a.m. in respect of the resolutions listed in the notice of the EGM as indicated hereunder. Failure to complete the boxes will entitle my/our proxy to vote or abstain at his/her own discretion.

SPECIAL RESOLUTION		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To approve the proposed amendments to the Articles of Association of the Company to the effect that the maximum cap of 10 directors be removed and the minimum number of directors on the board be set to 5 directors.		
<b>ORDINARY RESOLUTIONS</b>			
2.	(A) To elect Mr. Ning Gaoning as non-executive director and authorise the board of directors of the Company to fix his remuneration.		
	(B) To elect Mr. Yu Xubo as non-executive director and authorise the board of directors of the Company to fix his remuneration.		
	(C) To elect Mr. Ma Jianping as non-executive director and authorise the board of directors of the Company to fix his remuneration.		
	(D) To elect Mr. Fang Fenglei as non-executive director and authorise the board of directors of the Company to fix his remuneration.		

Signature <sup>(note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

### Notes:

- Please insert the number of shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of shares will result in this form of proxy being deemed to relate to all the shares in the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or" herein inserted and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote at the EGM. The proxy or proxies need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his vote(s) or abstain at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(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.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the commencement of the EGM or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

\* For identification purposes only