



# 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>

## FORM OF PROXY FOR ANNUAL 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 ANNUAL GENERAL MEETING or<sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Annual General Meeting of the Company (the "AGM") (and at any adjournment thereof) to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 7 June 2013 at 2:30 p.m. in respect of the resolutions listed in the notice of the AGM as indicated hereunder. Failure to complete the boxes will entitle my/our proxy to vote or abstain at his/her own discretion.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To review and consider the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 December 2012.		
2.	To approve the proposed final dividend.		
3.	(A) To re-elect Mr. Bai Ying as director and authorise the board of directors of the Company to fix his remuneration.		
	(B) To re-elect Mr. Wu Jingshui as director and authorise the board of directors of the Company to fix his remuneration.		
	(C) To re-elect Mr. Ding Sheng as director and authorise the board of directors of the Company to fix his remuneration.		
	(D) To re-elect Mr. Niu Gensheng as director and authorise the board of directors of the Company to fix his remuneration.		
	(E) To re-elect Mr. Tim Ørting Jørgensen as director and authorise the board of directors of the Company to fix his remuneration.		
	(F) To re-elect Mr. Finn S. Hansen as director and authorise the board of directors of the Company to fix his remuneration.		
	(G) To re-elect Ms. Liu Ding as director and authorise the board of directors of the Company to fix her remuneration.		
	(H) To re-elect Mr. Andrew Y. Yan as director and authorise the board of directors of the Company to fix his remuneration.		
	(I) To re-elect Mr. Wu Kwok Keung Andrew as director and authorise the board of directors of the Company to fix his remuneration.		
4.	To re-appoint Ernst & Young as the auditors of the Company and authorise the board of directors to fix their remuneration.		
5.	Ordinary resolution No. 5 set out in the Notice of Annual General Meeting (to give a general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company).		
6.	Ordinary resolution No. 6 set out in the Notice of Annual General Meeting (to give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company).		

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

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

**Notes:**

1. 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).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE ANNUAL 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 AGM. The proxy or proxies need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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.**
5. 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.
6. 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.
7. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the commencement of the AGM or any adjournment thereof (as the case may be).
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

\* For identification purpose only