



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 ^(note 1)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ^(note 2) _____
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 ^(note 3) _____
of _____
as my/our proxy to vote and act for me/us at the Extraordinary General Meeting of the Company (the "EGM") (and at any adjournment thereof) to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, July 16, 2013 at 10:00 a.m. in respect of the resolution 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.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve, ratify and confirm the acquisition of all the outstanding shares in the issued share capital of Yashili International Holdings Ltd ("Yashili") and the cancellation of the outstanding options of Yashili by way of a voluntary general offer and all transactions contemplated thereunder, including the irrevocable undertakings given by Zhang International Investment Ltd. and CA Dairy Holdings; and to authorize any one director of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Offers and to agree to such variations, amendments or revisions of/to any of the terms or the structure of the Offers and the transactions and transaction documents contemplated thereunder (details of this resolution are set out in the Notice of the EGM).		

Signature ^(note 5): _____

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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later 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 in person if you so wish.

* For identification purpose only