

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

"Charac	he registered holder(s) of		shares of HK\$0.10 each (th	
	AORDINARY GENERAL MEETING or (note 3)	y), neleby Affolivi	THE CHAIRMAN OF TH	
	-	as my/	our proxy to vote and act fo	
as my/our proxy to vote and act to me/us at the Extraordinary General Meeting of the Company (the "EGM") (and at any adjournment thereof) to be held at the A2-C6 Laijin Creative Industry Park, Chaoyang District, Beijing at 10:00 a.m. on Tuesday, October 12, 2021 in respect of the resolution(s) listed in the notice of the EGM a indicated hereunder. Failure to complete the boxes will entitle my/our proxy to vote or abstain at his/her own discretion.				
	ORDINARY RESOLUTION(S)	FOR (note 4)	AGAINST (note 4)	
THA	T:			
(a)	the proposed Relevant Scheme (including but not limited to the issuance and subscription of the Convertible Bonds, the Loan Guarantee and the Security Deed) be and is hereby approved, confirmed and ratified;			
(b)	the Placing Agreement dated January 24, 2021 entered into between the Company and the Placing Agent in relation to the placing of the Convertible Bonds in the aggregate principal amount of up to HK\$ equivalent of RMB4,000,000,000, a copy of the Placing Agreement having been produced to the EGM marked "B" and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;			
(c)	the terms and conditions of the Convertible Bonds to be executed by the Company in relation to the issue by the Company of the Convertible Bonds under the Specific Mandate (a copy of which has been produced to the EGM marked "C" and signed by the chairman of the EGM for identification purpose), subject to completion, which are convertible at an Initial Conversion Price of HK\$34.73 per Share (subject to adjustments) be and is hereby approved;			
(d)	the grant of the Specific Mandate to the Directors to issue the Convertible Bond subject to completion of the Placing and to issue and allot the Conversion Shares to the Notes Issuer be and is hereby approved, confirmed and ratified. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the Shareholders prior to the passing of this resolution;			
(e)	any other documents entered into and/or to be entered into in connection with the Relevant Scheme and the Convertible Bonds, including but not limited to (i) the Facility Agreement, (ii) the Security Deed, (iii) the Loan Guarantee, (iv) the Trust Deed and (v) the Agency Agreement, a copy of which having been produced to the EGM marked "D", "E", "F", "G" and "H", respectively, and signed by the chairman of the EGM for identification purpose, and the Transactions contemplated thereunder be and are hereby approved, confirmed and ratified;			
(f)	each of the Directors and the Company Secretary be and is hereby authorised to do all such acts and things and sign, ratify or execute (with or without affixation of seal) all such documents and take all such steps as such Director and/or the Company Secretary in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Transactions; and			
(g)	any and all actions heretofore taken by any Director, officer, the Company Secretary and/or share registrars of the Company, in connection with the foregoing resolutions, be and are hereby ratified, confirmed and approved in all respects.			

- 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.

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 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 INITIALLED 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/her vote(s) or abstain at his/her discretion.

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 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 join 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