



蒙牛

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)

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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 Extraordinary General Meeting of the Company ("EGM") (and at any adjournment thereof) to be held at Salon 4, 3/F., JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company) on Wednesday, 28 May 2008 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 the entering into of the Equity Interest Transfer Agreement dated 8 April 2008 by the Company for the acquisition of an aggregate 72,011,566 shares in Inner Mongolia Mengniu Dairy Company Limited from the Sellers named therein entered into between the Company and the Sellers and the transactions contemplated thereby (including the issue of Consideration Shares) and the performance thereof by the Company		

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 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 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 Shops 1712-16, 17/Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no 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 if you so wish.

* For identification purposes only