

CHINA SHENGMU ORGANIC MILK LIMITED

中國聖牧有機奶業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1432)

PROXY FORM

Form of proxy for use at the 2016 Annual General Meeting (or at any adjournment thereof)

I/We^(note a) _____

of _____

being the holder(s) of^(note b) _____ shares of HK\$0.00001 each of

China Shengmu Organic Milk Limited (the “Company”) hereby appoint the Chairman of the 2016 Annual General Meeting (“Meeting”) of the

Company or^(note c) _____

of _____

to act as my/our proxy at the Meeting to be held at 10:00 a.m. on 28 June 2016 at Meeting Room, 2nd Floor, Office Building (Phase II) of Inner Mongolia Shengmu High-tech Dairy Co., Ltd., Food Industry Park, Deng Kou County, Bayannur City, Inner Mongolia Autonomous Region, PRC, and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark (“/”) in the appropriate boxes to indicate how you wish your vote(s) to be cast^(note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To receive and adopt the audited consolidated financial statements of the Company and reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2015.		
2	To re-appoint Ernst & Young as auditors of the Company and the board of directors of the Company be authorized to fix their remuneration.		
3	(a) To re-elect Mr. Dong Xianli as a non-executive Director.		
	(b) To re-elect Ms. Gao Lingfeng as an executive Director.		
	(c) To re-elect Mr. Cui Ruicheng as an executive Director.		
	(d) To re-elect Mr. Fan Xiang as a non-executive Director.		
	(e) To re-elect Mr. Li Changqing as an independent non-executive Director.		
4	To authorize the board of directors of the Company to fix the respective Directors’ remuneration.		
5	Ordinary Resolution No. 5 of the Notice of 2016 Annual General Meeting (To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution).		
6	Ordinary Resolution No. 6 of the Notice of 2016 Annual General Meeting (To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution).		
7	Ordinary Resolution No. 7 of the Notice of 2016 Annual General Meeting (To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the total number of the shares repurchased by the Company).		

Dated _____

Shareholder’s signature _____ (Note e, f)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the 2016 Annual General Meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“/”) the box marked “For” against such resolution. If you wish to vote against a resolution, please tick (“/”) the box marked “Against” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorized.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.