



# CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED

## 中國中地乳業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1492)

Number of shares to which this form of proxy relates<sup>(Note 1)</sup>

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 4 NOVEMBER 2020

I/We<sup>(Note 2)</sup>

of \_\_\_\_\_  
being the registered holder(s) of share(s) in the issued share capital of CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED (the "Company"), hereby appoint the **CHAIRMAN OF THE MEETING**<sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at Conference Room, 10th Floor, Block A, Times Fortune Compound No. A6, Shuguang Xili, Chaoyang District, Beijing, the People's Republic of China on Wednesday, 4 November 2020 at 10:30 a.m. (and at any adjournment thereof), for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM, and any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolution as indicated below. Unless otherwise stated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 15 October 2020.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>(a) the raw fresh milk supply framework agreement (the "Raw Fresh Milk Supply Framework Agreement") dated 4 September 2020 entered into by the Company and Yili Industrial Group Co., Ltd. ("Yili Industrial") in relation to the sale of raw fresh milk by the Company, its subsidiaries and associates (the "Group") to the Yili Industrial, its subsidiaries and associate(s) ("Yili Group") for a term commencing from the date of its consideration and approval at the EGM to 31 December 2022, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022 be and are hereby approved, ratified and confirmed; and</p> <p>(b) any one of the directors of the Company be and is/are hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Raw Fresh Milk Supply Framework Agreement, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022.</p>		
2.	<p>(a) the materials procurement framework agreement (the "Materials Procurement Framework Agreement") dated 4 September 2020 entered into by the Company and Inner Mongolia Youran Dairy Co., Ltd. ("Youran Dairy") in relation to the purchase of materials by the Group from Youran Dairy, its subsidiaries and associate(s) for a term commencing from the date of its consideration and approval at the EGM to 31 December 2022, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022 be and are hereby approved, ratified and confirmed; and</p> <p>(b) any one of the directors of the Company be and is/are hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Materials Procurement Framework Agreement, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022.</p>		
3.	<p>(a) the financial and factoring services framework agreement (the "Financial and Factoring Services Framework Agreement") dated 4 September 2020 entered into by the Company and Yili Industrial in relation to the provision of financial and factoring services by Yili Group to the Group for a term commencing from the date of its consideration and approval at the EGM to 31 December 2022, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022 be and are hereby approved, ratified and confirmed; and</p> <p>(b) any one of the directors of the Company be and is/are hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Financial and Factoring Services Framework Agreement, the transactions contemplated under such agreement and the proposed annual caps for such transactions for the three years ending 31 December 2020, 2021, and 2022.</p>		

Date: \_\_\_\_\_ 2020

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the EGM is preferred, please strike out the words "the CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or, if holding two or more shares of the Company, more than one proxy (who must be an individual) to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.  
On a show of hands, every shareholder of the Company who is present in person (or, in the case of a corporation, by its duly authorised representative) shall have one vote. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder of the Company being a corporation, by its duly authorised representative shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney or other person so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 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.
- In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:30 a.m. on 2 November 2020) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.