



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 ^(Note 1)	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 2 DECEMBER 2020

I/We^(Note 2) _____
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**^(Note 3) or _____
of _____
as my/our proxy to attend, act 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 the Conference Room, 10th Floor, Block A, Times Fortune Compound, No. A6 Shuguang Xili, Chaoyang District, Beijing, the People's Republic of China on Wednesday, 2 December 2020 at 9:30 a.m. (and at any adjournment thereof), for the purposes of considering and, if thought fit, passing the resolution 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.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTION		For	Against
1.	To approve the subscription of 2,606,719,522 shares of Wholesome Harvest Limited (as issuer) by Hongkong Jingang Trade Holding Co., Limited, Mr. Zhang Jianshe, YeGu Investment Company Limited and Green Farmlands Group (as subscribers) pursuant to the share subscription agreement dated 27 September 2020 entered into between the aforementioned parties, which constitutes a special deal under the Codes on Takeovers and Mergers of Hong Kong.		

Date: _____ 2020

Signature(s)^(Note 5): _____

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 the 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 9:30 a.m. on 30 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 fulfill 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.