



優然牧業
YOURAN DAIRY

China Youran Dairy Group Limited
中國優然牧業集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9858)

**PROXY FORM FOR ANNUAL GENERAL MEETING (THE “AGM”)
TO BE HELD ON MAY 17, 2023**

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ Shares ^(Note 2) of US\$0.00001 each in the share capital of the China Youran Dairy Group Limited (the “Company”), hereby appoint the chairman of the AGM or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said AGM (and any adjournment thereof) of the Company to be held at No. 169, Hexi Road, Saihan District, Hohhot, Inner Mongolia, China at 10:00 a.m. on Wednesday, May 17, 2023 (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		For ^(Note 4)	Against ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended December 31, 2022		
2.	(a) To re-elect the following retiring Directors: (i) to re-elect Mr. Yuan Jun as an executive Director; (ii) to re-elect Mr. Zhang Yujun as a non-executive Director; (iii) to re-elect Mr. Xu, Zhan Kevin as a non-executive Director; (iv) to re-elect Ms. Xie Xiaoyan as an independent non-executive Director; and (b) To authorize the Board to fix the remuneration of the Directors of the Company		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023		
4.	To declare a final dividend of RMB0.022 per Share for the year ended December 31, 2022		
5.	(a) To give a general mandate to the Directors to offer, allot, issue and deal with additional Shares of the Company not exceeding 20% of the total number of issued Shares of the Company (b) To give a general mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company (c) To extend the general mandate granted to the Directors to allot, issue and deal with Shares by the number of Shares repurchased by the Company		
6.	(a) To approve, confirm and ratify the renewal of the Raw Milk Purchase and Sale Framework Agreement and the transactions contemplated (including the annual caps) thereunder, details of which are set out in the circular (the “Circular”) of the Company dated April 25, 2023; and (b) to authorize any one or more Directors of the Company to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Raw Milk Purchase and Sale Framework Agreement and completing the transactions contemplated thereunder		
7.	(a) To approve, confirm and ratify the renewal of the Financial Services Framework Agreement and the transactions contemplated (including the annual caps) thereunder, details of which are set out in the Circular; and (b) to authorize any one or more Directors of the Company to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Financial Services Framework Agreement and completing the transactions contemplated thereunder		

Dated the _____ day of _____ 2023

Signature ^(Note 8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, strike out the words “**THE CHAIRMAN OF THE AGM OR**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment of a resolution put to the Meeting.
- The full text of the resolutions are set out in the notice of the AGM.
- Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any Shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and 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).
- On a poll, every Shareholder present in person or by proxy shall be entitled to one vote for each Share registered in his/her name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the Circular.