



**Yashili International Holdings Ltd**  
**雅士利國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1230)**

**WHITE FORM OF PROXY FOR USE BY SHAREHOLDERS OF  
YASHILI AT THE EXTRAORDINARY GENERAL MEETING**

**TO BE HELD ON FRIDAY, JUNE 23, 2023 AT 11:00 A.M. (OR AS SOON AS PRACTICABLE AFTER THE  
CONCLUSION OR ADJOURNMENT OF THE COURT MEETING) OR AT ANY ADJOURNMENT THEREOF**

**WHITE** form of proxy for use at the extraordinary general meeting (or at any adjournment thereof) (the “**Scheme EGM**”) of the holders of ordinary shares of HK\$0.10 each in the share capital of Yashili.

I/We (*note a*) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (*note b*) \_\_\_\_\_  
shares of HK\$0.10 each in Yashili, HEREBY APPOINT THE CHAIRMAN OF THE SCHEME EGM or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy (*note c*) to attend and act for me/us and on my/our behalf at the Scheme EGM (or at any adjournment thereof) to be held at Salon 1-3 of JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, June 23, 2023 at 11:00 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document)), for the purpose of considering and, if thought fit, approving the resolutions set out in the notice dated May 31, 2023 convening the Scheme EGM (the “**Notice**”), and at the Scheme EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the resolutions as indicated below, and if no such indication is given as my/our proxy thinks fit, and in respect of any other resolution(s) that may properly come before the Scheme EGM and/or any adjournment thereof.

SPECIAL RESOLUTION		FOR ( <i>note d</i> )	AGAINST ( <i>note d</i> )
1.	“ <b>THAT</b> for the purpose of giving effect to the scheme of arrangement between Yashili and the Scheme Shareholders (as defined in the Scheme Document) (the “ <b>Scheme</b> ”) as set out in the scheme document of Yashili dated May 31, 2023 (the “ <b>Scheme Document</b> ”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Scheme Effective Date (as defined in the Scheme Document), any reduction of the issued share capital of Yashili associated with the cancellation of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved.”		
ORDINARY RESOLUTION		FOR	AGAINST
2.	“ <b>THAT:</b> (A) subject to and simultaneously with the cancellation of the Scheme Shares, the maintenance of the issued share capital of Yashili at the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Yashili Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled for issuance to Star Future Investment Company Limited be and is hereby approved; and that the directors of Yashili be and are hereby authorized to allot and issue such new Yashili Shares accordingly; (B) subject to the Scheme taking effect, the withdrawal of listing of the Yashili Shares on The Stock Exchange of Hong Kong Limited (the “ <b>Stock Exchange</b> ”) be and is hereby approved; and (C) the directors of Yashili be and are hereby unconditionally authorized to do all acts and things and/or sign all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Privatization Proposal (as defined in the Scheme Document) and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Yashili Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of Yashili; (iii) the allotment and issue of the Yashili Shares referred to above; and (iv) the giving, on behalf of Yashili, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign all such other documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatization of Yashili by Star Future Investment Company Limited by way of the Scheme as a whole.”		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2023

Shareholder’s signature: \_\_\_\_\_ (*notes e and f*)

Contact Phone Number: \_\_\_\_\_

*Notes:*

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (b) Please insert the number of shares registered in your name(s) and 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 in Yashili 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.
- (c) Any member entitled to attend and vote at the Scheme EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares in Yashili may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Scheme EGM. A proxy need not be a member of Yashili but must attend the Scheme EGM in person to represent you. If any proxy other than the chairman of the Scheme EGM is preferred, strike out the words "THE CHAIRMAN OF THE SCHEME EGM or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Scheme EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION ABOVE, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION ABOVE, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "AGAINST".** If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of such resolutions. A proxy will also be entitled to vote at his/her discretion on any other resolution or motion properly put to the Scheme EGM other than that referred to in the Notice.
- (e) This form of proxy must be signed by you or your attorney authorized in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorized.
- (f) 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 certified copy of such power of attorney or authority, must be lodged with the branch share registrar of Yashili in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event no less than 48 hours before the time appointed for holding the Scheme EGM (i.e. 11:00 a.m. on Wednesday, June 21, 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting at the Scheme EGM in person if you so wish, but in the event you attend and vote at the Scheme EGM after having lodged this form of proxy, this form of proxy will be revoked by operation of law.
- (g) Where there are joint registered holders of any share, any one of such joint holders may vote at the Scheme EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Scheme EGM the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of Yashili in respect of the joint holding.

**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 Scheme EGM of Yashili (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 authorized 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 Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or by email to PrivacyOfficer@computershare.com.hk.