

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 2024 Annual General Meeting (or at any adjournment thereof)

I/We^(note a) _____

of _____

being the holder(s) of ^(note b) _____ ordinary shares of HK\$0.00001 each in the share capital of China Shengmu Organic Milk Limited (the “Company”) hereby appoint the Chairman of the 2024 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 Friday, 14 June 2024 at Conference Room, 2/F, Shengmu Building, Shaerqin Industrial Park, Southern District of Ruyi Development New Zone, Tumotezuoqi, Hohhot, 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, consider and adopt the audited consolidated financial statements of the Company and reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 December 2023.		
2	To approve the proposed final dividend of HK\$0.0023 per share for the year ended 31 December 2023.		
3	To re-appoint Ernst & Young as auditors of the Company and the board of Directors (the “Board”) be authorized to fix their remuneration.		
4	(a) To re-elect Mr. ZHANG Ping as a non-executive Director.		
	(b) To re-elect Ms. SHAO Lijun as a non-executive Director.		
	(c) To re-elect Mr. SUN Yansheng as an independent non-executive Director.		
5	To authorize the Board to fix the respective Directors’ remuneration.		
6	To grant a general mandate to the Directors to allot, issue and deal with shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.		
7	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.		
8	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the total number of shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
9	To approve and adopt the fourth amended and restated memorandum and articles of association as the new memorandum and articles of association of 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).
- 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 2024 Annual General Meeting (the “Meeting”) of the Company or” and insert the name and address of the person(s) appointed as proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
- 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 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 17/F, Far East Financial Centre, 16 Harcourt Road, 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.