



CHINA HUIZHAN DAIRY HOLDINGS COMPANY LIMITED

中國輝山乳業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 06863)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 9:30 a.m. at Gran Ville Room, Lower Lobby, Conrad Hotel, Pacific Place 88, Queensway, Hong Kong on Thursday, August 28, 2014, (or any adjournment thereof).

I/We^(note a) _____ of _____ being the registered holder(s) of^(note b) _____ shares of HK\$0.10 each of China Huishan Dairy Holdings Company Limited (“Company”) hereby appoint the Chairman of the annual general meeting (“Meeting”) of the Company or _____ of _____ to act as my/our proxy^(note c) at the Meeting to be held at 9:30 a.m. at Gran Ville Room, Lower Lobby, Conrad Hotel, Pacific Place 88, Queensway, Hong Kong on Thursday, August 28, 2014 and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of Annual General Meeting (with or without modifications) as indicated below:

	ORDINARY RESOLUTION ^(note d)	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements, the reports of the directors of the Company and the auditors of the Company for the year ended March 31, 2014		
2.	To declare a final dividend for the year ended March 31, 2014 of RMB0.0216 per ordinary share		
3.	To re-elect Mr. Yang Kai as a director of the Company		
4.	To re-elect Ms. Ge Kun as a director of the Company		
5.	To re-elect Mr. Xu Guangyi as a director of the Company		
6.	To re-elect Mr. Cheng Chi Heng a director of the Company		
7.	To authorise the board of the directors of the Company to fix the remuneration of the directors of the Company;		
8.	To re-appoint KPMG as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration		
9.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company’s shares		
10.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares		
11.	To add the nominal amount of the shares repurchased by the Company to the issue mandate granted to the directors under resolution no. 9		

Dated _____ Shareholder’s signature _____ ^(notes e, f, g, h and i)

Notes:

- Full name(s) and address are to be inserted in CAPITAL LETTERS.
- 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).
- A proxy need not be a member of the Company. 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 extraordinary general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. A member who is the holder of two or more shares may appoint more than one proxy.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the above resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. 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 joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto and if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the above 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.