



AUSNUTRIA DAIRY CORPORATION LTD

澳優乳業股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1717)

Proxy form for Extraordinary General Meeting

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) shares of HK\$0.10 each in the share capital of AUSNUTRIA DAIRY CORPORATION LTD (the "Company") hereby appoint (Note 3) _____ (name) of

_____ (address) or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at 8/F, XinDaXin Building A, 168 Huangxing Middle Road, Changsha, Hunan Province, the PRC on 6 December 2013 at 2:30 p.m. and at any adjournment thereof in respect of the resolutions set out in the Notice of EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

As Ordinary Resolution	For (Note 4)	Against (Note 4)
1. To approve the Second Shareholder Loan Agreement (as defined in the Notice of EGM) and the transactions contemplated thereunder		
2. To approve the Framework Supply Agreement (as defined in the Notice of EGM) and the transactions contemplated thereunder (including but not limited to the proposed annual caps for the period from 1 November 2013 to 31 December 2013 and the two financial years ending 31 December 2015)		

Dated this _____ day of _____ 2013 Signature (Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **block capitals**.
2. Please insert the number of shares in the Company registered in your name(s) to which the 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).
3. Where the proxy appointed is not the Chairman of the meeting, please cross out "or failing him, the Chairman of the meeting" and fill in name(s) and address(es) of the proxy in the space provided. **Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the EGM on his behalf. The proxy needs not be a member of the Company.**
4. If you wish to vote for any resolution, please "✓" the box marked "For" beside the resolution. If you wish to vote against the resolution, please "✓" the box marked "Against" beside the resolution. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Company's Hong Kong branch 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 or any adjournment thereof.
8. The proxy need not be a member of the Company.
9. Completion and deposit of the proxy form shall not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.