



# YuanShengTai Dairy Farm Limited

## 原生态牧业有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1431)

### FORM OF PROXY ANNUAL GENERAL MEETING

I/We, (Name) \_\_\_\_\_ (Block capitals, please)  
of (Address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (see Note 1) ordinary shares of HK\$0.01 each in the capital of the Company, hereby appoint (Name) \_\_\_\_\_ of (Address) \_\_\_\_\_ or failing him/her (Name) \_\_\_\_\_ of (Address) \_\_\_\_\_ or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at L2 Jasmine Room 1, Rosedale Hotel & Suites Beijing, 8 Jiang Tai Road West, Chao Yang District, Beijing, the PRC on Friday, 6 June 2014 at 10:00 a.m., and at any adjournment thereof on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the under-mentioned resolutions:

	Ordinary Resolutions (see Note 3)	For	Against	Abstain
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 December 2013 (the "Year").			
2.	To re-elect the following retiring directors of the Company (the "Directors"):			
	i. Mr. Fu Wenguo as an executive Director;			
	ii. Ms. Su Shiqin as an executive Director;			
	iii. Mr. Sun Wei as a non-executive Director;			
	iv. Mr. Lau Ho Fung as a non-executive Director;			
	v. Mr. Wu Chi Keung as an independent non-executive Director ("INED");			
	vi. Mr. Zhang Yuezhou as an INED; and			
	vii. Mr. Zhu Zhanbo as an INED.			
3.	To approve the Directors' remuneration for the Year and to authorize the board of Directors (the "Board") to fix the Directors' remuneration for the year ending 31 December 2014.			
4.	To re-appoint Ernst & Young, Certified Public Accountant as the independent auditor for the ensuing year and authorise the Board to fix its remuneration.			
5.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company's shares.			
6.	To grant a general mandate to the Directors to repurchase the Company's own shares.			
7.	Conditional on the passing of Resolutions 5 and 6 above, to extend the general mandate granted by Resolution 5 by adding thereto the shares purchased pursuant to the general mandate granted by Resolution 6.			

Signature(s) \_\_\_\_\_ (see Note 5)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

**Notes:**

- 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 member of the Company (the "Member") may appoint one (or, if he/she/it holds two or more shares in the Company, more than one) proxy of his/her/its own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in the space provided. A proxy need not be a Member. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Abstain".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. However, the number of shares abstained from voting will not be counted in the calculation of the required majority of voting. For the full text of the proposed resolutions, please refer the notice of AGM as contained in the Company's circular dated 23 April 2014.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or any other authority under which it is signed (or a certified copy thereof), no less than 48 hours before the time for holding the AGM. Completion and return of the form of proxy shall not preclude Members from attending and voting in person at the AGM (or any adjourned meeting thereof).
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate Member appoints its representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the AGM.