CHINA KANGDA FOOD COMPANY LIMITED

中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 834)

(Singapore Stock Code: P74)

Form of proxy for use at the Special General Meeting (the "Meeting") to be held on Thursday, 30 April 2015

I/We [1] _____

of _____ being a member of China Kangda Food Company Limited (the "Company") and the registered holder(s) of _____ shares [2] of HK$0.25 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or [3] _____ of _____

as my/our proxy to vote and act for me/us at the Meeting of the Company to be held at RELC International Hotel, Tanglin 2, Level 1, 30 Orange Grove Road, Singapore 258352, Singapore on Thursday, 30 April 2015 at 10:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 9:30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION	FOR [4]	AGAINST [4]
To approve, confirm and ratify the Framework Agreement (as defined in the notice convening the Meeting) and the transactions contemplated thereunder and the proposed annual caps		

Dated this _____ day of _____ 2015. Shareholder's Signature [5]: _____

Note:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of the Company registered in your name(s) and 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 capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING OR" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") IN THE APPROPRIATE BOX MARKED "AGAINST".** If this form is returned duly signed but without specific direction on any of the proposed resolution(s), 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 resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. This form of proxy must be signed by a shareholder or his attorney duly authorised in writing or, if the shareholder is a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of a joint holding, 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 holder(s), and, for this purpose, seniority will be determined by the order in which the names stand on the Register of Members of the Company in respect of the relevant joint holding.
7. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or if you are a Depositor (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishing to appoint a proxy/proxies to attend the Meeting, then you must complete and deposit the Depositor Proxy Form at the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 (for Singapore Shareholders) as soon as possible and in any event at least forty-eight (48) hours before the time of the Meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.