



Lanzhou Zhuangyuan Pasture Co., Ltd.*

蘭州莊園牧場股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 1533)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 MAY 2019 (REVISED)

Number of shares to which this Proxy Form relates ^(Note 1)	A shares
	H shares

I/We ^(Note 2) _____
(address) _____
being the holder(s) of _____ A shares/H shares ^(Note 3) of RMB1.00 each of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the "**Company**"), hereby appoint the Chairman of the meeting or _____ ^(Note 4)
of (address) _____
as my/our proxy(ies) to attend the extraordinary general meeting (the "**EGM**") of the Company to be held at 2:30 p.m. on 15 May 2019 at Conference Room, 26th Floor, Block B Shanghui Building of Gansu Province No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, PRC or any adjournment thereof and to vote at such meeting in respect of the resolutions set out in the notice of EGM dated 28 September 2018 and supplemental notice of EGM dated 26 March 2019 (the "**Supplemental Notice**") as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the Resolution on the 2019 Incentive Scheme of Restricted Shares (the " Incentive Scheme ") of the Company and its summary.			
2.	To consider and approve the Resolution on the Assessment Management Measures for the Implementation of the Incentive Scheme.			
3.	To consider and approve the Resolution on the mandate granted to the board of directors of the Company to deal with related issues regarding the Incentive Scheme and to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation and administration of the Incentive Scheme.			
4.	To consider and approve the Resolution on the grant of Restricted A Shares to executive Directors and other connected person grantees under the First Grant.			

Please refer to the Supplemental Notice for the full text of the aforesaid resolutions.

Please note that Mr. Zhao Xinmin, the independent non-executive director, has sent out a proxy form for the solicitation of voting rights by independent directors (the "**Independent Director's Proxy Form**") for the EGM in accordance with relevant regulations of the People's Republic of China to solicit votes from the Shareholders in respect of the resolutions relating to the Incentive Scheme and its related matters (namely Special Resolutions Nos. 1-4 set out above) at the EGM. Should you wish to appoint Mr. Zhao Xinmin as your proxy to vote for you and on your behalf at the EGM, please complete, sign and return the Independent Director's Proxy Form to the Company's H Share Registrar, (1) Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (on or before 9 April 2019) or (2) Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (on or after 10 April 2019), by hand or by post, no later than 24 hours before holding of the EGM or any adjournment thereof. For the avoidance of doubt, if you wish to appoint persons other than Mr. Zhao Xinmin as your proxy to vote on your behalf on resolutions at the EGM, you may complete and return this proxy form only and disregard the Independent Director's Proxy Form.

Please note that if you have completed and returned both this proxy form and the Independent Director's Proxy Form to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (or Union Registrars Limited with effect from 10 April 2019), but have given inconsistent voting instructions on the resolutions concerned between this proxy form and the Independent Director's Proxy Form, your voting instructions given in the Independent Director's Proxy Form will be counted as your vote for or against the proposed resolutions or abstain from voting on the proposed resolutions in relation to the Incentive Scheme and its related matters (namely Special Resolutions Nos. 1-4 set out above).

Dated this _____ day of _____, 2019

Signature(s) ^(Note 6) _____

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this Proxy Form will be deemed to relate only to those shares. If no number is inserted, this Proxy Form will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this Proxy Form must be initialed by the person who signs it.
5. Important: If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you wish to vote abstention on any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The shares abstained will be counted in the calculation of the required majority.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this Proxy Form may be signed by any of such joint holders.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company’s H Shares Registrar in Hong Kong, (1) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (on or before 9 April 2019) or (2) Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (on or after 10 April 2019) by 2:30 p.m. on Tuesday, 14 May 2019 or not less than 24 hours before the time for holding any adjournment of the EGM (the “**Closing Time**”).
8. In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the EGM in person or by proxy, then the vote cast, in person or by proxy, by the holder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of all the rest of the joint holders. For the purpose of such voting, the shareholder’s priority shall be determined in accordance with the sequence of the joint holders of the Company as prescribed in the Company’s register of shareholders.
9. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* *For identification purpose only.*