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)

FORM OF PROXY FOR THE A SHAREHOLDERS' CLASS MEETING TO BE HELD ON 15 MAY 2019 (REVISED)

Number of shares to which this form of proxy relates *(Note 1)*	A shares

I/We *(Note 2)* _____

(address) _____

being the holder(s) of _____ A 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 A shareholders' class meeting (the "**A Shareholders' Class Meeting**") of the Company to be held at 2:50 p.m. on 15 May 2019 or immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later) 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 A Shareholders' Class Meeting dated 28 September 2018 and supplemental notice of A Shareholders' Class Meeting 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 A Shareholders' Class Meeting in accordance with relevant regulations of the People's Republic of China to solicit votes from the A 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 A Shareholders' Class Meeting. Should you wish to appoint Mr. Zhao Xinmin as your proxy to vote for you and on your behalf at the A Shareholders' Class Meeting, please complete, sign and return the Independent Director's Proxy Form to the Company's Department of Securities Affairs by facsimile (at +86 931 875 3001) or by post to (or by depositing it at) 25-26th Floors, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou, Gansu, the People's Republic of China (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001), no later than 24 hours before holding of the A Shareholders' Class Meeting 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 A Shareholders' Class Meeting, 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 Department of Securities Affairs (address: 25-26th Floors, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou, Gansu, the People's Republic of China) (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001), 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 form of proxy will be deemed to relate only to those shares. If no numbers inserted, the form of proxy 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).
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 form of proxy 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 form of proxy 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, for holders of A shares of the Company, to the Company's Department of Securities Affairs by facsimile (at +86 931 875 3001) or by post to (or by depositing it at 25-26/F, Block B Shanghui Building of Gansu Province No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, PRC) (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001) not less than 24 hours before the time for holding of the A Shareholders' Class Meeting or any adjournment thereof.
8. In the case of joint holders of shares of the Company, any one of such holders may vote at the A Shareholders' Class Meeting 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 A Shareholders' Class Meeting in person or by proxy, then one of such holders 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 A Shareholders' Class Meeting or any adjournment thereof if you so wish.

* *For identification purpose only.*