



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)

**REVISED FORM OF PROXY FOR THE SOLICITATION OF VOTING RIGHTS
BY INDEPENDENT NON-EXECUTIVE DIRECTORS
("INDEPENDENT DIRECTOR'S PROXY FORM")
FOR USE AT THE H SHAREHOLDERS' CLASS MEETING
TO BE HELD ON 23 MAY 2019**

Number of shares to which this form of proxy relates ^(Note 1)	H shares
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I/We ^(Note 2) _____
(address) _____

being the holder(s) of _____ H shares ^(Note 3) of RMB1.00 each of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the "**Company**"), confirm as the appointing party that I/we have, prior to signing this Independent Director's Proxy Form, read carefully the full text of the report on the solicitation of voting rights by the independent non-executive directors of the Company prepared by the soliciting party for the current solicitation of voting rights and published on 3 April 2019, the second supplemental notice dated 3 April 2019 convening the H shareholders' class meeting of the Company (the "**H Shareholders' Class Meeting**") to be held on Thursday, 23 May 2019 at 2:10 p.m. or immediately after the conclusion of the A Shareholders Class Meeting 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, the People's Republic of China and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Director's Proxy Form or to amend the contents of this Independent Director's Proxy Form in accordance with procedures specified in the report on the solicitation of voting rights by the independent non-executive directors.

As the appointing party, I/we hereby appoint Mr. Zhao Xinmin, the independent non-executive director, as my/our proxy to attend the H Shareholders' Class Meeting (and any adjournment thereof) and to exercise voting rights in respect of the following matters to be considered at the H Shareholders' Class Meeting in accordance with instructions stipulated in this Independent Director's Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows:

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
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 Second Supplemental Notice for the full text of the aforesaid resolutions.

Dated this _____ day of _____, 2019 Signature(s) ^(Note 5) _____

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 Independent Director's Proxy Form will be deemed to relate only to those shares. If no numbers inserted, the Independent Director's 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).
4. 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.
5. This Independent Director's Proxy Form 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 Independent Director's Proxy Form may be signed by any of such joint holders.
6. To be valid, this Independent Director's Proxy Form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notorially certified copy of that power of attorney or other authority must be delivered, for holders of H shares of the Company, 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, 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) not less than 24 hours before the time for holding of the H Shareholders' Class Meeting or any adjournment thereof.
7. In the case of joint holders of shares of the Company, any one of such holders may vote at the H 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 H 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.
8. You are reminded that completion and return of the Independent Director's Proxy Form will not preclude you from attending and voting in person at the H Shareholders' Class Meeting or any adjournment thereof if you so wish.
9. **The Company dispatched the proxy form (the "Proxy Form") to its shareholders on 26 March 2019. This revised form of proxy shall replace and supersede the Proxy Form in their entirety and the Proxy Form shall be treated as invalid. Shareholders who have signed and returned the Proxy Form shall sign and return this revised form of proxy in accordance with the instructions contained herein.**

* *For identification purpose only.*