



Lanzhou Zhuangyuan Pasture Co., Ltd.*

蘭州莊園牧場股份有限公司

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

(Stock Code: 1533)

**FORM OF PROXY FOR THE
ANNUAL GENERAL MEETING FOR 2018**

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

I/We^(Note 2) _____

of (address) _____

being the holder of A shares/H shares^(Note 3) of **Lanzhou Zhuangyuan Pasture Co., Ltd.*** 蘭州莊園牧場股份有限公司 (the
“**Company**”), hereby appoint the Chairman of the meeting, or^(Note 4) _____

of (address) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (“**AGM**”) to be held at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguang District, Lanzhou City, Gansu Province, the People's Republic of China (“**PRC**”) at 2:00 p.m. on Thursday, 27 June 2019 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM. In the absence of any indication, the proxy may vote at his/her own discretion.

	Ordinary Resolutions	For^(Note 5)	Against^(Note 5)	Abstain^(Note 5)
1.	Proposal in relation to the Approval of the Report of Board of Directors for 2018			
2.	Proposal in relation to the Approval of the Report of Independent Directors for 2018			
3.	Proposal in relation to the Approval of the Report of the Supervisory Committee for 2018			
4.	Proposal in relation to the Approval of the Annual Report and Its Highlights for 2018			
5.	Proposal in relation to the Profit Distribution Plan for 2018			
6.	Proposal in relation to the Approval on the Special Report of the Occupation of Non-operating Capital and the Transaction of Other Related Funds for 2018 of Lanzhou Zhuangyuan Pasture Co., Ltd.			
7.	Proposal in relation to the Confirmation of Related Parties Transactions in 2018 and the Forecast on Related Parties Transactions in 2019			
8.	Proposal in relation to the Approval on the Final Financial Report of the Company for 2018			
9.	Proposal in relation to the Approval on the Financial Budget of the Company for 2019			
10.	Proposal in relation to the Approval on the Application to Banks of the Limits of Composite Credit Facilities for 2019			
11.	Proposal in relation to the Appointment of Ruihua Certified Public Accountants (Special General Partnership) as the Auditor of the Company for 2019			
12.	Proposal in relation to the Remuneration of the Directors and Supervisors of the Company for 2019			

Date: _____ 2019

Signature^(Note 6) _____

* For identification purpose only

Important: You should first review the Company's annual report for 2018 before appointing a proxy. The annual report for 2018 comprises of the report of the Board for 2018, the report of the Supervisory Committee for 2018, the audited financial statements and auditor's report for 2018, etc.

Notes:

1. Please insert the number and class of shares registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those shares. If the number and class are not inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
2. Please insert the full name(s) (in English) and registered address(es) as shown on the register of members of the Company in **block letters**.
3. Please insert the number of shares registered in your name(s) and select the class of shares (delete as appropriate). If no number and no class of shares is inserted, this form of proxy will be deemed to relate to all 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 cross out the words "the Chairman of the meeting, or" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
5. **Important:** If you wish to vote for any resolution, please tick the appropriate box marked "FOR" or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked "AGAINST" or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "ABSTAIN" or insert the relevant number of shares. The Shares abstained will be counted in the calculation of required majority. If no direction is given, your proxy may vote at his/ her own discretion.
6. This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
7. In the case of joint holders of any shares, only the joint holder whose name appears first in the register of shareholders is able to vote at the AGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto.
8. If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents (if applicable) must be lodged with the Company's H Share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H Shares) or the Company's head office in the PRC at 26th Floors, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC (for holders of A shares of the Company) not less than 24 hours prior to the holding of the AGM.
9. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of identity when attending the AGM.