



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 with limited liability)
 (Stock Code: 1533)

**FORM OF PROXY FOR THE
 ANNUAL GENERAL MEETING FOR THE YEAR 2016**

Number of shares to which this Second Revised Proxy Form relates ^(Note 1)	domestic shares
	H shares

I/We ^(Note 2) _____ of _____
 being the holder of domestic 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 _____

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 No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu Province, the People’s Republic of China (“**PRC**”) at 10:00 a.m. on Friday, 16 June 2017 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. To approve the Report of the Board of Directors of the Company for the year 2016.			
2. To approve the Report of the Supervisory Committee of the Company for the year 2016.			
3. To accept the independent auditor’s report and the Company’s audited financial statements for the year ended 31 December 2016.			
4. To approve the profit distribution plan of the Company for the year ended 31 December 2016, namely, the proposal for distribution of a final dividend of RMB7.42 cents per share (tax inclusive) in cash in an aggregate amount of approximately RMB10.43 million for the year ended 31 December 2016, and to authorize the board of directors of the Company (the “ Board ”) to implement the aforesaid distribution.			
5. To approve the remuneration plan for Directors and Supervisors of the Company for the year 2017.			
6. To approve the re-appointment of KPMG as the Company’s international auditor for the year 2017 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board to determine its remuneration.			
Special resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
7. To consider and approve the proposal on amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares) of the Company.			
8. To consider and approve the proposal on the amendments to the Articles of Association of the Company.			

Date: _____ 2017

Signature ^(Note 6): _____

Important: You should first review the Company's annual report for 2016 before appointing a proxy. The annual report for 2016 includes the report of the Board for 2016, the report of the Supervisory Committee for 2016, the audited financial statements for 2016 and auditor's report, 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's head office in the PRC at No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu, PRC (for holders of domestic 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.

* *For identification purpose only*