



# 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)

### (REVISED) PROXY FORM FOR THE 2020 SECOND EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	A shares
	H shares

I/We<sup>(Note 2)</sup> \_\_\_\_\_

(address) \_\_\_\_\_

being the holder of \_\_\_\_\_ A shares/H shares<sup>(Note 3)</sup> of RMB1.00 each of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the "Company"), hereby appoint the Chairman of the meeting or \_\_\_\_\_<sup>(Note 4)</sup>

of (address) \_\_\_\_\_

as my/our proxy(ies) to attend the 2020 second extraordinary general meeting (the "EGM") of the Company to be held at 2:30 p.m. on Monday, 25 May 2020 at 26th Floor, Block B, Shanghai Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the People's Republic of China, (the "PRC") or any adjournment thereof and to vote at such meeting in respect of the resolutions set out in the notice of EGM dated 6 April 2020 (the "Notice") and the supplemental notice of EGM dated 11 May 2020 (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 <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company;			
2.	To consider and approve each and every item of the resolution on the adjustments to the Non-public Issuance of A Shares of the Company:			
	(a) class and nominal value of shares to be issued;			
	(b) issue method and time;			
	(c) issue size;			
	(d) target subscribers and subscription method;			
	(e) issue price and pricing principles;			
	(f) lock-up period;			
	(g) listing venue;			
	(h) amount and the use of proceeds;			
	(i) arrangement of accumulated undistributed profits prior to the completion of the Issuance; and			
(j) the validity period;				
3.	To consider and approve the resolution on the Plan for the Non-public Issuance of A Shares (Revision);			
4.	To consider and approve the resolution on the Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares by the Company (Revision);			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
5.	To consider and approve the resolution on the remedial measure of the dilution of immediate return resulting from the Non-public Issuance of A Shares and risk warning (Revision);			
6.	To consider and approve the resolution on the undertakings given by the Controlling Shareholders, the <i>de facto</i> controller, the Directors and senior management in relation to the remedial measures adopted for the dilution of immediate returns by the Non-public issuance of A Shares being implemented appropriately;			
7.	To consider and approve the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion at the general meeting.			
ORDINARY RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
8.	To consider and approve the resolution on the Company's special report on the deposit and actual use of the funds raised in 2019.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020      Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

*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 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 by 2:30 p.m. on Sunday, 24 May 2020 or not less than 24 hours before the time appointed for the holding of the EGM 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 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.
10. The Company dispatched the original proxy form (the "Original Proxy Form") to its shareholders on 14 April 2020. This revised form of proxy shall replace and supersede the Original Proxy Form in its entirety and the Original Proxy Form shall be treated as invalid. Shareholders who have signed and returned the Original Proxy Form shall sign and return this revised form of proxy in accordance with the instructions contained herein.

\* For identification purpose only