



# 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)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 SEPTEMBER 2016 OR ANY ADJOURNMENT THEREOF (REVISED)

Number of shares to which this Revised Proxy Form relates <sup>(Note 1)</sup>	domestic shares
	H shares

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
 (address) \_\_\_\_\_  
 being the holder(s) of \_\_\_\_\_ domestic 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 extraordinary general meeting (the "EGM") of the Company to be held at 9:00 a.m. on Friday, 30 September 2016 at the Meeting Room, 3/F, Block 4, Mingyuan Hotel (Foot of East Peak of Xinglongshan), Yuzhong County, 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 12 August 2016 (the "Notice") and the supplemental notice of EGM dated 26 August 2016 (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.

		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
<b>ORDINARY RESOLUTIONS</b>				
1.	To consider and approve the proposal on the confirmation of connected transactions of the Company in 2013, 2014, 2015 and six months ended 30 June 2016			
2.	To consider and approve the proposal on the approval of the Administrative Measures Regarding the Special Deposit and Saving Mechanism and the Use for the Funds Raised by the A Share Offering			
3.	To consider and approve the proposal on the amendments to the Independent Directors Rules of the Company			
4.	To consider and approve the proposal on the amendments to the Connected Transaction Mechanism of the Company			
5.	To consider and approve the proposal on the amendments to Policy of External Guarantee of the Company			
6.	To consider and approve the proposal on the adoption of the Information Disclosure Policy of the Company			
7.	To consider and approve the proposal on the appointment of intermediaries for the offering and listing of A Shares			
7A.	To consider and approve the special report in relation to the use of proceeds raised by previous H Share offering as of 30 June 2016			
<b>SPECIAL RESOLUTIONS</b>				
8.	To consider and approve the proposal on the application for initial public offering and listing of A Shares of the Company			
	(1) Type of the securities to be issued;			
	(2) Par value;			
	(3) Issuance size;			
	(4) Target subscribers;			
	(5) Method of issuance;			
	(6) Method of price determination;			
	(7) Method of underwriting;			
	(8) Place of listing;			
	(9) Conversion of the form of the Company;			
	(10) Valid period of the resolution.			
9.	To consider and approve the proposal on the use of funds to be raised through the A Share Offering and the feasibility analysis report of the investment projects			
10.	To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering			
11.	To consider and approve the proposal on the approval of the Dividend Distribution Plan for Shareholders within the next three years (2017-2019)			
12.	To consider and approve the proposal on the approval of the Articles of Association (applicable upon the initial public offering and listing of A Shares)			
13.	To consider and approve the proposal on the stabilization of share price for three years following the A Share Offering			
14.	To consider and approve the proposal on the dilution of immediate return and its recovery after the A Share Offering			
15.	To consider and approve the proposal on the amendments to the Articles of Association of the Company			
16.	To consider and approve the proposal on the amendments to the General Meeting's Rules of Procedure of the Company			
17.	To consider and approve the proposal on the authorization by the Shareholders to the Board to deal with all matters in relation to the A Share Offering			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares of the Company registered in your name(s) to which this revised proxy relates. If a number is inserted, this Revised Proxy Form will be deemed to relate only to those shares. If no number is inserted, this Revised Proxy Form will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- 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 Revised Proxy Form must be initialed by the person who signs it.
- 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. Unless you have indicated otherwise in the original proxy form which was sent to you together with the Notice (the "Original Proxy Form") and/or this Revised Proxy Form, your proxy will also be entitled to vote at his or her discretion on any resolution duly put to the EGM other than those referred to in the Notice and the Supplemental Notice. The shares abstained will be counted in the calculation of the required majority.
- This Revised 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 Revised Proxy Form may be signed by any of such joint holders.
- To be valid, this Revised 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 notarially certified copy of that power of attorney or other authority must be delivered to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time for holding of the EGM or any adjournment thereof (the "Closing Time").
- 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.
- Important: If you have lodged the Original Proxy Form with the Company's H Share Registrar, you should note that:
  - If you fail to lodge this Revised Proxy Form with the Company's H Share Registrar prior to the Closing Time or if it is incorrectly completed, the Original Proxy Form shall be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM including the newly proposed resolution as set out in the Supplemental Notice and this Revised Proxy Form, apart from the resolutions as set out in the original notice of EGM and the Original Proxy Form.
  - If you have lodged this Revised Proxy Form with the Company's H Share Registrar prior to Closing Time as specified, this Revised Proxy Form shall revoke and supersede the Original Proxy Form previously lodged by you if correctly completed. This Revised Proxy Form shall be treated as a valid proxy form lodged by you.
  - If you have lodged this Revised Proxy Form with the Company's H Share Registrar after the Closing Time, this Revised Proxy Form shall be invalid. This will also revoke the Original Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or this Revised Proxy Form) will not be counted in any poll. Accordingly, you are advised not to lodge this Revised Proxy Form after the Closing Time. In such case, if you wish to vote at the EGM, you will have to attend in person and vote at the EGM.
- You are reminded that completion and return of the Original Proxy Form and/or this Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

\* For identification purpose only