



# 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 A SHAREHOLDERS' CLASS MEETING HELD ON 17 JANUARY 2020

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	A shares
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I/We<sup>(Note 2)</sup> \_\_\_\_\_

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

being the holder(s) of \_\_\_\_\_ A 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 A shareholders' class meeting (the "A Shareholders' Class Meeting") of the Company to be held at 2:45 p.m. on Friday, 17 January 2020 or immediately after the conclusion of the 2020 first extraordinary general meeting of the Company or any adjournment thereof (whichever is the later) at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC or any adjournment thereof and to vote at such meeting in respect of the resolution set out in the notice of A Shareholders' Class Meeting dated 31 December 2019 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 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;			
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;			

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;			
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;			
8.	To consider and approve the resolution on the Shareholder return plan for the forthcoming three years (2020-2022); and			
9.	To consider and approve the resolution on the amendments to the Rules of Procedures for General Meetings.			

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

*Notes:*

- Please insert the number of A shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no numbers is inserted, the form of proxy will be deemed to relate to all A 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 A shares of the Company registered in your name(s).
- 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 and address 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 form of proxy 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. The shares abstained will be counted in the calculation of the required majority.
- 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 form of proxy may be signed by any of such joint holders.
- 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 Department of Securities Affairs by facsimile (at +86 931 875 3001) or by post to (or by depositing it at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC) (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001) not less than 24 hours before the time for holding of the A Shareholders' Class Meeting or any adjournment thereof.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the A 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 A 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.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the A Shareholders' Class Meeting or any adjournment thereof if you so wish.

\* For identification purpose only.