



# 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)

### FORM OF PROXY FOR THE 2022 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 JUNE 2022

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

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the registered holder(s) 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 to attend at the 2022 second extraordinary general meeting (the "EGM") of the Company to be held at 3:00 p.m. on Wednesday, 29 June 2022 at Multimedia Conference Room, 26th Floor, Block B, Shanghui 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 resolution set out in the notice of EGM dated 6 June 2022 (the "Notice") as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	RESOLUTION	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	THAT the Share Buy-back Offer and the Voluntary Withdrawal of Listing pursuant to the Takeovers Code, the Share Buy-backs Code and the Listing Rules be approved.			
2.	THAT any director of the Company is hereby authorized to take whatever action necessary and deemed appropriate, including but without limitation to give, make, sign, execute, seal, deliver the documents and all such letters, notices, instructions and other documents with or without amendments (whether of a like nature or not), for the purpose of giving effect to, consuming, or completing or procuring the completion of the Share Buy-back Offer and the Voluntary Withdrawal of Listing.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature <sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- Please insert the number of Shares 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 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 CAPITALS**.
- Please insert the number of Shares registered in your name(s) and select the class of Shares (delete as appropriate). If no number is inserted, this Proxy Form will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman is appointed, strike out "the Chairman of the meeting or" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the meeting. A proxy need not be a shareholder of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". 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.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting. The number of abstained votes will not be counted as the required majority in favour of any given resolution proposed.
- 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 together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, 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 H Shareholders) or the Company's head office in the PRC at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC (for A Shareholders) no later than 24 hours before the time fixed for holding the 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 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.

\* For identification purpose only.