



Lanzhou Zhuangyuan Pasture Co., Ltd.

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock code: 1533)

Procedures for the nomination of candidates for directors by shareholder(s)

In accordance with Article 72, Article 89 and Article 109 of the Articles of the Company, the procedures for proposing ex tempore motions regarding the nomination of candidates for directors by shareholder(s) are as follows:

- (1) shareholder(s) holding 3% or more of the total voting shares of the Company are entitled to propose to the Company in writing ex tempore motions for the nomination of candidates for directors.
- (2) the resolution shall be submitted or delivered to the convener of a general meeting in writing 10 days prior to the date of the shareholders' general meeting.
- (3) the notice of the intention to propose a person for election as a director and the notice by such person of his willingness to be elected shall be lodged to the Company at 18th Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong no earlier than the day after the dispatch of the notice of the meeting appointed for such election and no later than 7 days prior to the date of such meeting.
- (4) the minimum of length of the period, during which the aforementioned notices may be given, shall be at least 7 days.
- (5) At the election of director(s) at the shareholders' general meeting, where there are two or more candidates, each share held by a shareholder (including his proxy) shall entitle him to a number of votes equivalent to the number of the candidates, which may be all voted in favour of one candidate or allocated among different candidates, provided that a statement should be made to explain the allocation of the voting rights.

Effective from 15 October 2015

Note: In case of any discrepancies between the English version and the Chinese version, the Chinese version shall prevail.