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**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)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the EGM of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the “**Company**”) will 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 PRC for the purposes of considering, approving and authorizing the following matters:

**AS ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. Proposal on the confirmation of connected transactions of the Company in 2013, 2014, 2015 and six months ended 30 June 2016
2. Proposal on the approval of the Administrative Measures Regarding the Special Deposit and Saving Mechanism and the Use for the Funds Raised by A Share Offering
3. Proposal on the amendments to the Independent Directors Rules of the Company
4. Proposal on the amendments to the Connected Transaction Mechanism of the Company
5. Proposal on the amendments to Policy of External Guarantee of the Company
6. Proposal on the adoption of the Information Disclosure Policy of the Company
7. Proposal on the appointment of intermediaries for the offering and listing of A Shares

\* *For identification purposes only*

## AS SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as special resolutions:

8. 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. Proposal on the use of funds to be raised through the A Share Offering and the feasibility analysis report of the investment projects
10. Proposal on the distribution of the accumulated undistributed profits before the A Share Offering
11. Proposal on the approval of the Dividend Distribution Plan for Shareholders within the next three years (2017-2019)
12. Proposal on the approval of the Articles of Association (applicable upon the initial public offering and listing of A Shares)
13. Proposal on the stabilization of share price for three years following the A Share Offering
14. Proposal on the dilution of immediate return and its recovery after the A Share Offering
15. Proposal on the amendments to the Articles of Association of the Company
16. Proposal on the amendments to the General Meeting's Rules of Procedure of the Company
17. Proposal on the authorization by the Shareholders to the Board to deal with all matters in relation to the A Share Offering

By order of the Board  
**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
**Ma Hongfu**  
*Chairman*

Lanzhou, the PRC, 12 August 2016

\* *For identification purposes only*

*Notes:*

1. In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Wednesday, 31 August 2016 to Friday, 30 September 2016, both days inclusive, during which no transfer of Shares will be effected. Holders of H Shares whose names appear on the registers of members of the Company on Friday, 30 September 2016 shall be entitled to attend and vote at the EGM. In order for the Shareholders to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 30 August 2016 for registration.

2. Shareholders intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.

Shareholders should complete and return the reply slip to the Company's H Share Registrar and Transfer Office by facsimile (at (852) 2865 0990) or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, such that the reply slip shall be received by the Company's H Share Registrar 20 days before the EGM (i.e. on or before Friday, 9 September 2016).

3. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.

4. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing. If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the Articles of Association of the Company.

5. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 4 above must be delivered to the Company's H Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM (or any adjournment thereof).

6. A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).

7. The EGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

8. The Company's principal place of business in the PRC is situated at:

No. 158 Yanerwan Road  
Chengguan District  
Lanzhou City, Gansu  
PRC

Tel No.: (86) 931 875 3001

Fax No.: (86) 931 875 3001

The address of the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre  
183 Queen's Road East, Wanchai

Tel No.: (852) 2862 8628

Fax No.: (852) 2865 0990

9. As at the date of this notice, the executive directors of the Company are Mr. Ma Hongfu, Mr. Wang Guofu, Mr. Chen Yuhai and Mr. Yan Bin; the non-executive directors of the Company are Mr. Yap Kean Chong and Mr. Song Xiaopeng; and the independent non-executive directors of the Company are Ms. Liu Zhijun, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley.