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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)

SECOND SUPPLEMENTAL NOTICE OF THE EGM

Reference is made to the (1) extraordinary general meeting (the “EGM”) circular of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the “Company”) dated 12 August 2016 (the “Original Circular”); (2) notice of the EGM dated 12 August 2016 (the “Original Notice”); (3) the supplemental circular of the EGM dated 26 August 2016 (the “Supplemental Circular”); and (4) the supplemental notice of the EGM dated 26 August 2016 (the “Supplemental Notice”) which set out details of the resolution to be proposed at the EGM for shareholders’ approval.

SECOND SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at 9:00 a.m. 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 and, if thought fit, passing the following resolution as special resolution, in addition to the resolutions set out in the Original Notice and the Supplemental Notice:

AS SPECIAL RESOLUTION

18. To consider and approve the proposal on establishment of the Rules for Dividend Distribution (being effective upon the initial public offering of A Shares and its listing).

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

Lanzhou, the PRC
14 September 2016

* *For identification purposes only*

Notes:

1. Details of the resolution are set out in the second supplemental circular. Unless otherwise defined in this second supplemental notice, capitalised terms used in this second supplemental notice shall have the same meanings as those defined in the second supplemental circular.
2. Due to the fact that the Original Circular containing the notice of EGM and accompanying proxy form (the “Original Proxy Form”) and the Supplemental Circular containing the supplemental notice of EGM (the “Supplemental Notice”) and accompanying revised proxy form (the “Revised Proxy Form”) do not contain the revised and additional resolution proposed as set out in this second supplemental circular, in this regard, a new proxy form (the “Second Revised Proxy Form”) for the EGM is enclosed with this second supplemental circular. Shareholders are only requested to complete and return the Second Revised Proxy Form for the EGM in accordance with the instructions printed thereon.
3. Whether or not Shareholders intend to attend the EGM, Shareholders are requested to complete the enclosed Second Revised Proxy Form in accordance with the instructions printed thereon and return the same to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (the “Closing Time”).
4. A Shareholder who has not yet lodged the Original Proxy Form and/or the Revised Proxy Form with our H Share Registrar is requested to lodge the Second Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the EGM on its/his/her behalf. In this case, the Original Proxy Form and/or the Revised Proxy Form should not be lodged with our H Share Registrar. A Shareholder who has already lodged the Original Proxy Form and/or the Revised Proxy Form with our H Share Registrar should note that:
 - (a) If Shareholders fail to lodge the Second 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 or the Revised Proxy Form shall be treated as a valid proxy form lodged by the Shareholders if correctly completed. The proxy so appointed by the Shareholders 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 Second Supplemental Notice and the Second Revised Proxy Form, apart from the resolutions as set out in the original notice of the EGM, the Supplemental Notice, the Original Proxy Form and the Revised Proxy Form.
 - (b) If Shareholders have lodged the Second Revised Proxy Form with the Company’s H Share Registrar prior to Closing Time as specified, the Second Revised Proxy Form shall revoke and supersede the Original Proxy Form and/or the Revised Proxy Form previously lodged by Shareholder if correctly completed. The Second Revised Proxy Form shall be treated as a valid proxy form lodged by Shareholder.
 - (c) If Shareholders have lodged the Second Revised Proxy Form with the Company’s H Share Registrar after the Closing Time, the Second Revised Proxy Form shall be invalid. This will also revoke the Original Proxy Form and/or the Revised Proxy Form previously lodged by Shareholders, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form, the Revised Proxy Form or the Second Revised Proxy Form) will not be counted in any poll. Accordingly, Shareholders are advised not to lodge the Second Revised Proxy Form after the Closing Time. In such case, if Shareholders wish to vote at the EGM, Shareholders will have to attend in person and vote at the EGM.
5. Completion and return of the Original Proxy Form and/or Revised Proxy Form and/or the Second Revised Proxy Form will not preclude Shareholders from attending and voting at the EGM if Shareholders so wish.
6. Please refer to the Original Circular for details in respect of other resolutions to be considered and passed at the EGM, eligibility for attending the EGM, registration procedures, closure of register of members and other relevant matters.

As at the date of this announcement, 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.