

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

**ANNOUNCEMENT ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION FOR THE PURPOSE OF
THE PROPOSED A SHARE OFFERING**

Reference is made to (i) the circulars of the Company dated 12 August 2016, 26 August 2016 and 14 September 2016; and (ii) the poll results announcement of the Company dated 30 September 2016. At the meeting of the Board held on 30 March 2017, the following resolutions have been passed by the Board in furtherance of the proposed A Share Offering: (a) the proposal on the amendments to the Articles of Association (applicable upon the initial public offering and listing of A shares); and (b) the proposal on the amendments to the Articles of Association. Both the proposals are to be approved as special resolutions by the Shareholders at the AGM.

Investors are cautioned that the proposed A Share Offering is subject to approvals from CSRC and other relevant regulatory authorities. Investors and potential investors in Shares of the Company should exercise caution when dealing, or contemplating to deal, in the H Shares or other securities of the Company.

A. Proposal on amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares)

In accordance with relevant laws and regulations of the PRC, the Board proposed to further amend the Articles of Association to be used after the listing of A Shares. The amended Articles of Association (applicable upon the initial public offering and listing of A Shares) will be effective upon approval of the A Share Offering by the CSRC.

* For identification purposes only

The main amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares) include (i) amendment of the business scope of the Company; (ii) amendment of the maximum term of the independent non-executive Director; and (iii) amendment of the time limit of dividend payment. See the circular to be dispatched for the proposed amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares).

The proposal has been approved by the Board, and the Board has resolved to submit the above resolution to the AGM, for consideration and approval of the proposal on the amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares) by way of special resolution. The Articles of Association (applicable upon the initial public offering and listing of A Shares) are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

B. Proposal on the amendments to the Articles of Association

In connection with the proposed A Share Offering, the Company proposed to amend the Articles of Association. The main amendments to the Articles of Association include (i) amendment of the business scope of the Company; (ii) amendment of the maximum term of the independent non-executive Director; and (iii) amendment of the time limit of dividend payment. See the circular to be dispatched for the proposed amendments to the Articles of Association.

The proposal has been approved by the Board, and the Board has resolved to submit the above resolution to the AGM, for consideration and approval of the proposal on the amendments to the Articles of Association by way of special resolution. The said amended Articles of Association will become effective upon approval at the AGM. The above mentioned Articles of Association are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

The Directors consider that the proposed resolutions on amendments to the Articles of Association for the purpose of the proposed A Share Offering are in the interests of the Company and the Shareholders as a whole. Each of the above resolutions is a requisite part of the proposed A Share Offering. A circular containing details of the proposed amendments to the Articles of Association for the purpose of the proposed A Share Offering will be dispatched to the Shareholders in due course.

C. Definitions

“A Shares”	ordinary shares of the Company with nominal value of RMB1.00 per Share that are proposed to be issued under the A Share Offering, which will be listed on the Shenzhen Stock Exchange and traded in RMB
“A Share Offering”	the Company’s proposed initial public offering of not more than 46,840,000 A Shares within the PRC (on the Shenzhen Stock Exchange)
“AGM”	the annual general meeting for the year 2016 to be held by the Company at No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu Province, the PRC at 10:00 a.m. on Friday, 16 June 2017
“Articles of Association”	the Articles of Association of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Company” or “the Company”	Lanzhou Zhuangyuan Pasture Co., Ltd.* (蘭州莊園牧場股份有限公司), a joint stock limited company established in the PRC on 19 April 2011
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“H Shares”	overseas listed foreign shares with par value of RMB1.00 per Share of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purposes of this announcement only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the shareholder(s) of the Company

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

Lanzhou, PRC
27 April 2017

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