
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Lanzhou Zhuangyuan Pasture Co., Ltd.***, you should at once hand this circular and the accompanying supplemental form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND
SUPPLEMENTAL NOTICE OF THE 2019
SECOND EXTRAORDINARY GENERAL MEETING**

A supplemental notice of EGM, which will be held as originally scheduled at 2:30 p.m. on Friday, 6 December 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou, Gansu Province, the PRC, is set out on pages 8 to 10 of this circular.

If you intend to appoint a proxy to attend the EGM and vote on the resolution set out in the supplemental notice of EGM, you are required to complete the revised form of proxy in accordance with the instructions printed thereon and return the same to Union Registrars Limited (for holders of H Shares) and the head office of the Company in the PRC (for holders of A Shares) by 2:30 p.m. on Thursday, 5 December 2019 or not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

If you intend to attend the EGM in person or by proxy, please complete the reply slip and return the same to Union Registrars Limited (for holders of H Shares) or the head office of the Company in the PRC (for holders of A Shares) on or before Saturday, 16 November 2019.

* For identification purpose only

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1 INTRODUCTION	2
2 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION	3
3 THE EGM	3
4 FURTHER INFORMATION	4
 APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION	 5
 SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING	
	8

DEFINITIONS

In this circular, unless context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company of RMB1.00 each, all of which are issued in the PRC, subscribed in Renminbi and listed on the Shenzhen Stock Exchange (stock code: 002910)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	Lanzhou Zhuangyuan Pasture Co., Ltd.* (蘭州莊園牧場股份有限公司), a joint stock company established in the PRC with limited liability and the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1533)
“Director(s)”	the director(s) of the Company
“EGM”	the 2019 second extraordinary general meeting or any adjourned meeting to be held at 2:30 p.m. on Friday, 6 December 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou City, Gansu Province, the PRC
“H Share(s)”	overseas-listed foreign share(s) in the share capital of the company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China; for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s A Shares and H Shares
“Shareholder(s)”	the holder of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* For identification purpose only

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ma Hongfu
Mr. Wang Guofu
Mr. Chen Yuhai
Ms. Zhang Qianyu

Non-executive Directors:

Mr. Yap Kean Chong
Mr. Song Xiaopeng

Independent Non-executive Directors:

Ms. Liu Zhijun
Mr. Zhao Xinmin
Mr. Wong Cho Hang Stanley

Registered office in the PRC:

Sanjiaocheng Village
Sanjiaocheng Town
Yuzhong County
Lanzhou, Gansu
PRC

*Principal place of business and
head office in the PRC:*

25th-26th Floors, Block B
Shanghai Building of Gansu Province
No. 601, Yanyuan Road
Chengguan District
Lanzhou City, Gansu Province
PRC

Principal place of business in Hong Kong:

Units 3306-12, 33/F
Shui On Centre
Nos. 6-8 Harbour Road
Wanchai, Hong Kong

8 November 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

1 INTRODUCTION

Reference is made to the notice of EGM of the Company dated 18 October 2019 which sets out the time and venue of the EGM and contains the resolutions to be proposed at the EGM for Shareholders' approval.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information regarding the proposed amendments to the Articles of Association in compliance with the laws and the Articles of Association, which will be considered at the EGM and to set out the supplemental notice of EGM.

2 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 24 October 2019 in relation to the proposed amendments to the Articles of Association.

According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函〔2019〕97號)), the requirements on the notice period of the general meeting, shareholders' proposal right and convening procedures for joint stock companies incorporated in China and listed overseas shall be governed by the relevant provisions under the Company Law of the People's Republic of China, instead of the provisions under the Articles 20 to 22 of the Special Provisions of the State Council on Overseas Share Raising and Listing of Joint Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Accordingly, the Company is currently intended to amend the relevant provisions in the Articles of Association concerning the notice period of the general meeting, shareholders' proposal right and convening procedures, details of which are set out in the appendix of this circular.

The proposed amendments to the Articles of Association is subject to approval by the Shareholders at the EGM by way of special resolution.

3 THE EGM

A supplemental notice of EGM, which will be held as originally scheduled at 2:30 p.m. on Friday, 6 December 2019 at 26th Floor, Block B, Shanghui Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou, Gansu Province, the PRC, is set out on pages 8 to 10 of this circular.

Please refer to the notice of EGM dated 18 October 2019 for details of other resolutions to be proposed at the EGM, closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters.

If you intend to appoint a proxy to attend the EGM and vote on the resolution set out in the supplemental notice of EGM, you are required to complete the revised form of proxy in accordance with the instructions printed thereon and return the same to Union Registrars Limited (for holders of H Shares) and the head office of the Company in the PRC (for holders of A Shares) by 2:30 p.m. on Thursday, 5 December 2019 or not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

If you intend to attend the EGM in person or by proxy, please complete the reply slip and return the same to Union Registrars Limited (for holders of H Shares) or the head office of the Company in the PRC (for holders of A Shares) on or before Saturday, 16 November 2019.

4 FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

By order of the Board
Lanzhou Zhuangyuan Pasture Co., Ltd.*
蘭州莊園牧場股份有限公司
Ma Hongfu
Chairman

* *For identification purpose only*

The Articles of Association are written in Chinese and have no formal English version, any English version thereof is for reference only. In case of any discrepancies between the Chinese version and the English version, the Chinese version shall prevail.

Details of the proposed amendments to the Articles of Association are set out as below:

Before amendments	After amendments
<p>Article 78 Where the Company convenes a general meeting, a written notice of the meeting shall be given 45 days before the date of the meeting to notify all shareholders whose names appear on the register of shareholders of the matters to be considered at and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting 20 days before the date of the meeting.</p> <p>In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.</p>	<p>Article 78 Where the Company convenes a general meeting, each shareholder shall be notified by public announcement at least 20 days prior to the convening of such meeting; where the Company convenes an extraordinary general meeting, each shareholder shall be notified by public announcement at least 15 days prior to the convening of such meeting.</p> <p>Where the Company convenes a shareholders' class meeting, the notice period and notice method shall be subject to the provisions of the Article 131 to these Articles of Association.</p> <p>In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.</p>
<p>Article 79 The Company shall, based on the written replies received from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to half or above of the total voting shares, the Company may hold the meeting; if not, the Company shall, within 5 days, notify the shareholders again by way of public announcement the matters to be considered at, and the date and place for, the meeting. The Company may hold the meeting after publication of such announcement.</p>	<p>Article 79 Delete the whole article.</p>

~~Article 81~~ Unless the Articles of Association otherwise requires, the notice of a general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting) by personal delivery or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic shares, such notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council ~~45 to 50 days~~ prior to the convening of the meeting. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.

The notification, materials or written announcement of the general meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, ~~45 days~~ prior to the said meeting:

- (1) such notification, materials or written announcement should be delivered to every shareholder of overseas-listed foreign shares by person or by mail in accordance with the addresses of every shareholder. The notification for shareholders of H Shares should be sent at Hong Kong;
- (2) announced at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with relevant laws, regulations and listing rules;
- (3) other manners required by the local stock exchange where shares of the Company are listed and listing rules.

Article 80 Unless the Articles of Association otherwise requires, the notice of a general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting) by personal delivery or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic shares, such notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council **20 to 25 days prior to the convening of the annual general meeting or 15 to 20 days prior to the convening of the extraordinary general meeting.** Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.

The notification, materials or written announcement of the general meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, **20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:**

- (1) such notification, materials or written announcement should be delivered to every shareholder of overseas-listed foreign shares by person or by mail in accordance with the addresses of every shareholder. The notification for shareholders of H Shares should be sent at Hong Kong;
- (2) announced at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with relevant laws, regulations and listing rules;
- (3) other manners required by the local stock exchange where shares of the Company are listed and listing rules.

~~Article 132~~ When the Company is to convene a shareholders' class meeting, it shall issue a written notice ~~45 days~~ prior to the date of such meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. ~~Shareholders who intend to attend the meeting shall deliver their written replies to the Company of their attendance 20 days prior to the date of the meeting.~~

~~In the event that the number of the voting shares represented by the shareholders intending to attend the meeting is one half or above of the total number of voting shares of that class, the Company may convene a shareholders' class meeting. Otherwise, the Company shall within five days notify the shareholders once again, by way of public announcement, of the matters to be considered at the meeting and the date and place of the meeting. Upon notification by public announcement, the Company may then proceed to convene the shareholders' class meeting.~~

Article 131 When the Company is to convene a shareholders class meeting, it shall issue a written notice **20 days prior to the date of the annual general meeting or 15 days prior to the date of the extraordinary general meeting** informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.

Except for the above articles, the contents of other articles in the Articles of Association remain unchanged.



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)

**SUPPLEMENTAL NOTICE OF
THE 2019 SECOND EXTRAORDINARY GENERAL MEETING**

Reference is made to the (1) 2019 second extraordinary general meeting (the “**EGM**”) circular of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the “**Company**”) dated 18 October 2019 (the “**Original Circular**”); and (2) notice of the EGM dated 18 October 2019 (the “**Original Notice**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at 2:30 p.m. on Friday, 6 December 2019 at 26th Floor, Block B, Shanghai Building of Gansu Province, No. 601, Yanyuan Road, Chengguan District, Lanzhou, 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.

AS SPECIAL RESOLUTION

3. To consider and approve the resolution with regard to the proposed amendments to the articles of association of the Company.

By order of the Board
Lanzhou Zhuangyuan Pasture Co., Ltd.*
蘭州莊園牧場股份有限公司
Ma Hongfu
Chairman

Lanzhou, the PRC
8 November 2019

* For identification purpose only

SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. For more information relating to the abovementioned additional resolution (i.e. resolution no. 3), please refer to the circular of the Company dated 8 November 2019 in relation to the proposed amendments to the articles of association of the Company.
2. Since the form of proxy despatched together with the Original Notice (the “**Original Proxy Form**”) does not contain the additional proposed resolution as set out in this supplemental notice of EGM, a revised form of proxy (the “**Revised Proxy Form**”) has been prepared. **The Revised Proxy Form shall supersede the Original Proxy Form.**
3. In order to determine the H shareholders who are entitled to attend the EGM, the register of members for H shares of the Company will be closed from Wednesday, 6 November 2019 to Friday, 6 December 2019 (both days inclusive), during which period no transfer of H shares can be registered. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) 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 registration not later than 4:00 p.m. on Tuesday, 5 November 2019. H shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 5 November 2019 are entitled to attend and vote at the EGM.
4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a shareholder of the Company.
5. In order to be valid, the proxy form must be deposited by hand or by post, to 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 by 2:30 p.m. on Thursday, 5 December 2019 or not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.
6. **Shareholders who have already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that the Original Proxy Form shall be invalid for use at the EGM.**

Shareholders are requested to lodge the Revised Proxy Form if they wish to appoint proxies to attend the meeting on his or her behalf in accordance with the instructions printed thereon and in the manner set out in note 5 above.

7. Shareholders or their proxies shall produce their identity documents when attending the EGM.
8. H shareholders who intend to attend the EGM should complete and return the reply slip to the Company’s H share registrar and transfer office in Hong Kong by hand or by post to Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong on or before Saturday, 16 November 2019.
9. In accordance with the requirements of Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting shall be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, according to Article 86 of the articles of association of the Company, a poll will be demanded by the chairman of the EGM so that all resolutions set out in this notice of EGM will be decided on a poll. On a poll taken at the meeting, shareholders (including proxies) entitled to two or more votes are not required to cast all their vote.

SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

10. 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.
11. The Company's principal place of business in the PRC is situated at:

26th Floor, Block B
Shanghai Building of Gansu Province
No. 601, Yanyuan Road
Chengguan District
Lanzhou City, Gansu Province
PRC

Tel No.: (86) 931 875 3001
Fax No.: (86) 931 875 3001

The address of the Company's H shares registrar and transfer office in Hong Kong, Union Registrars Limited is:

Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong

Tel No.: (852) 2849 3399
Fax No.: (852) 2849 3319

As at the date of this notice, the executive directors of the Company are Mr. Ma Hongfu, Mr. Wang Guofu, Mr. Chen Yuhai and Ms. Zhang Qianyu; 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, Mr. Zhao Xinmin and Mr. Wong Cho Hang Stanley.