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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 DOMESTIC SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the Domestic Shareholders' Class Meeting of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (the "**Company**") will be held at 9:30 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 SPECIAL RESOLUTIONS**

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

1. 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.

\* *For identification purposes only*

2. Proposal on the use of funds to be raised through the A Share Offering and the feasibility analysis report of the investment projects
3. Proposal on the distribution of the accumulated undistributed profits before the A Share Offering
4. Proposal on the stabilization of share price for three years following the A Share Offering
5. Proposal on the dilution of immediate return and its recovery after the A Share Offering
6. 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

*Notes:*

1. Domestic Shareholders whose names appear on the domestic share register of members of the Company on Friday, 30 September 2016 will be entitled to attend and vote at the Domestic Shareholders' Class Meeting.
2. Shareholders intending to attend the Domestic Shareholders' Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the Domestic Shareholders' Class Meeting (or any adjournment thereof) personally, by facsimile or by post.

Shareholders should complete and return the reply slip to the Company's Department of Securities Affairs by facsimile (at +86 931 875 3001) or by post to (or by depositing it at) No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu, the PRC (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001), such that the reply slip shall be received by the Company's Department of Securities Affairs 20 days before the Domestic Shareholders' Class Meeting (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 Domestic Shareholders' Class Meeting (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 Domestic Shareholders' Class Meeting (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.

\* *For identification purposes only*

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 Department of Securities Affairs (address: No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu, the PRC) (contact person: Pan Lai, Tel: +86 931 875 3001, Fax: +86 931 875 3001) not less than 24 hours before the time appointed for the Domestic Shareholders' Class Meeting (or any adjournment thereof).
6. A shareholder of the Company or his proxy should produce proof of identity when attending the Domestic Shareholders' Class Meeting (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the Domestic Shareholders' Class Meeting (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 Domestic Shareholders' Class Meeting (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the Domestic Shareholders' Class Meeting (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, Gansu  
PRC  
  
Tel No.: (86) 931 875 3001  
Fax No.: (86) 931 875 3001
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.