

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lanzhou Zhuangyuan Pasture Co., Ltd.\***, you should at once hand this circular together with the enclosed Revised Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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 disclaims 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)**

**(1) SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS  
RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016  
AND  
(2) SUPPLEMENTAL NOTICE OF THE EGM**

---

This supplemental circular shall be read in conjunction with the circular of the EGM dated 12 August 2016.

A letter from the Board of the Company is set out on pages 3 to 9 of this supplemental circular.

A supplemental notice convening the EGM to be held as originally scheduled 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 is set out on pages 10 to 11 of this supplemental circular. The Revised Proxy Form for the EGM is accompanied with this supplemental circular, and posted on the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM on your behalf, you are required to complete the Revised Proxy Form according to the instructions printed thereon, and return it not less than 24 hours before the fixed time of holding the EGM or any adjourned meeting thereof (as the case may be) in any event.

Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the EGM if you so wish.

---

## CONTENTS

---

|  | <i>Page</i> |
|--|-------------|
| <b>DEFINITIONS</b> .....   | 1           |
| <b>LETTER FROM THE BOARD</b> .....   | 3           |
| <b>APPENDIX I : SPECIAL REPORT IN RELATION TO THE USE OF<br/>PROCEEDS RAISED BY PREVIOUS H SHARE<br/>OFFERING AS OF 30 JUNE 2016</b> ..... | 7           |
| <b>SUPPLEMENTAL NOTICE OF THE EGM</b> .....  | 10          |

---

## DEFINITIONS

---

*The following expressions have the meanings set out below unless the context requires otherwise:*

|  |  |
|--|--|
| “A Share(s)”                           | ordinary share(s) 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 to be listed on the Shenzhen Stock Exchange within the PRC   |
| “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   |
| “Domestic Shareholders’ Class Meeting” | the class meeting of domestic Shareholders or any adjourned meeting to be held at 9:30 a.m. on 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, or immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later)                            |
| “EGM”                                  | the extraordinary general meeting or any adjourned meeting to be held at 9:00 a.m. on 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   |
| “Group”                                | the Company and its subsidiaries   |
| “H Shareholders’ Class Meeting”        | the class meeting of H Shareholders or any adjourned meeting to be held at 10:00 a.m. on 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, or immediately after the conclusion of the Domestic Shareholders’ Class Meeting or any adjournment thereof (whichever is the later) |

\* For identification purposes only

---

## DEFINITIONS

---

|                            |  |
|----------------------------|--|
| “H Share(s)”               | overseas listed foreign share(s) 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  |
| “Listing Rules”            | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “PRC” or “China”           | the People’s Republic of China, excluding, for the purposes of this circular 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  |

---

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  
Mr. Yan Bin

*Non-executive Directors:*

Mr. Yap Kean Chong  
Mr. Song Xiaopeng

*Independent Non-executive Directors:*

Ms. Liu Zhijun  
Ms. Xin Shihua  
Mr. Wong Cho Hang Stanley

*Registered office in the PRC:*

Sanjiaocheng Village  
Sanjiaocheng Town  
Yuzhong County  
PRC

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

No. 158 Yanerwan Road  
Chengguan District  
Lanzhou, Gansu  
PRC

*Principal place of  
business in Hong Kong:*

18/F, Edinburgh Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

26 August 2016

*To the Shareholders*

Dear Sir/Madam,

**(1) SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS  
RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016  
AND  
(2) SUPPLEMENTAL NOTICE OF THE EGM**

**1. INTRODUCTION**

Reference is made to the circular of the EGM dated 12 August 2016 (the "Original Circular") which contains the details of the resolutions to be proposed at the EGM for Shareholders' approval. This supplemental circular should be read in conjunction with the Original Circular.

\* For identification purposes only

---

## LETTER FROM THE BOARD

---

The purpose of this supplemental circular is to set out the supplemental notice of the EGM, and to provide you with details regarding the special report in relation to the use of proceeds raised by previous H Share offering as of 30 June 2016 to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM.

### **2. SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016**

In connection with the proposed A Shares Offering and according to the “Provisions on the Report on Use of the Proceeds Raised in the Previous Time” (《關於前次募集資金使用情況報告的規定》) issued by CSRC, the Company has conducted an inspection on the use of proceeds raised by H Share offering as of 30 June 2016. Based on the result of the inspection, the Company has prepared a Special Report in relation to the Use of Proceeds Raised by previous H Share Offering as of 30 June 2016 (the “Special Report”). The Special Report is set out in Appendix I.

The Board has approved the Special Report and the resolution in relation to the Special Report is subject to the shareholders’ approval at the EGM by ordinary resolution.

### **3. THE EGM AND REVISED PROXY FORM**

A supplemental notice convening the EGM to be held as originally scheduled at 9 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, is set out on pages 10 to 11 of this supplemental circular.

Due to the fact that the Original Circular containing the notice of EGM and accompanying proxy form (the “Original Proxy Form”) does not contain the additional resolution proposed as set out in this supplemental circular, in this regard, a new proxy form (the “Revised Proxy Form”) for the EGM is enclosed with this supplemental circular. Shareholders are only requested to complete and return the Revised Proxy Form for the EGM in accordance with the instructions printed thereon.

Whether or not Shareholders intend to attend the EGM, Shareholders are requested to complete the enclosed 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”).

A Shareholder who has not yet lodged the Original Proxy Form with our H Share Registrar is requested to lodge the 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 should not be lodged with our H Share Registrar. A Shareholder who has already lodged the Original Proxy Form with our H Share Registrar should note that:

- (a) If Shareholders fail to lodge the 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 shall be treated as a valid proxy form lodged by the Shareholders if

---

## LETTER FROM THE BOARD

---

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 Supplemental Notice and the Revised Proxy Form, apart from the resolutions as set out in the original notice of the EGM and the Original Proxy Form.

- (b) If Shareholders have lodged the Revised Proxy Form with the Company's H Share Registrar prior to Closing Time as specified, the Revised Proxy Form shall revoke and supersede the Original Proxy Form previously lodged by Shareholder if correctly completed. The Revised Proxy Form shall be treated as a valid proxy form lodged by Shareholder.
- (c) If Shareholders have lodged the Revised Proxy Form with the Company's H Share Registrar after the Closing Time, the Revised Proxy Form shall be invalid. This will also revoke the Original Proxy Form previously lodged by Shareholders, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll. Accordingly, Shareholders are advised not to lodge the 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.

Completion and return of the Original Proxy Form and/or Revised Proxy Form will not preclude Shareholders from attending and voting at the EGM if Shareholders so wish.

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.

#### **4. THE DOMESTIC SHAREHOLDERS' CLASS MEETING AND THE H SHAREHOLDERS' CLASS MEETING**

Since the additional resolution proposed at the EGM do not affect the proxy forms for the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting, no revised proxy forms for the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting are issued in this regard. You are requested to complete and return the proxy forms for the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting in accordance with the instructions printed thereon.

#### **5. RECOMMENDATION**

The Directors consider that all resolutions relating to the A Share Offering proposed at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions proposed at the EGM.

---

## LETTER FROM THE BOARD

---

### 6. VOTING BY POLL

According to the Listing Rules, any vote in the EGM must be taken by poll.

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

\* *For identification purposes only*



According to the “Provisions on the Report on Use of the Proceeds Raised in the Previous Time” (Zheng Jian Fa Xing Zi [2007] No. 500) issued by China Securities Regulatory Commission (“CSRC”), Lanzhou Zhuangyuan Pasture Co., Ltd.\* (“Company” or “our Company”) has prepared the Special Report in Relation to the Use of Proceeds Raised in the Previous Time with regard to the usage of the proceeds raised by the Initial Public Offering of H shares in October 2015 (“Proceeds Raised in the Previous Time”) as of 30 June 2016.

#### **I. AMOUNT OF PROCEEDS RAISED IN THE PREVIOUS TIME AND THE TIME OF RECEIPT**

As approved by the CSRC with the “Approval of the Issuance of Overseas Listed Foreign Shares by Lanzhou Zhuangyuan Pasture Co., Ltd.\*” (Zheng Jian Xu Ke [2015] No.1142) dated 4 June 2015, the Company issued 35,130,000 overseas listed foreign shares (“H shares”) on 15 October 2015 under its initial public offering at the price of HK\$5.30 per share, and an aggregate of HK\$186,189,000 was raised in Hong Kong dollars in cash. After deducting the underwriting commission and sponsor fees, various intermediate fees and other issuance expenses, the net proceeds raised were HK\$141,832,158, equivalent to RMB116,031,470 (“Proceeds Raised in the Previous Time”), calculated according to the middle exchange rate of Hong Kong Dollars against Renminbi at the date of receipt of such net proceeds by the Company. The above proceeds were remitted to the bank account (account No.: 01255068197773) maintained by the Company with the Hong Kong Branch of Bank of China Limited on 15 October 2015, 19 October 2015 and 3 November 2015, respectively.

\* For identification purposes only

## II. ACTUAL USAGE OF THE PROCEEDS RAISED IN THE PREVIOUS TIME

As of 30 June 2016, the Company had utilized the Proceeds Raised in the Previous Time in the amount of RMB48,163,430 in aggregate, the actual investment projects using the Proceeds Raised in the Previous Time were in line with the plan for use of proceeds as disclosed in the prospectus of the Company in relation to the initial public offering of H shares. There was no change in the actual investment projects.

As of 30 June 2016, the unused proceeds amounted to RMB67,868,040, representing 58.5% of the total Proceeds Raised in the Previous Time. All of the abovementioned unused proceeds had been deposited into the designated bank account (account No.: 101472000454788) maintained by the Company with the Xinglong Branch of Bank of Lanzhou Co., Ltd. on 15 August 2016, which would continue to be applied on the investment projects using the raised proceeds.

The actual usage of the proceeds raised in the previous time as at 30 June 2016 is set out below:

## Breakdown of the Use of the Proceeds Raised in the Previous Time

Unit: RMB

|   |             |  |            |
|---|-------------|--|------------|
| Total proceeds:   | 116,031,470 | Accumulated use of total proceeds:         | 48,163,430 |
| Proceeds with changes in usage:                                   | –           | Use of total proceeds in respective years: | 48,163,430 |
|   |             | 2015:                                      | 21,804,858 |
| Proceeds with changes in usage as a proportion of total proceeds: | –           | For the six months ended 30 June 2016:     | 26,358,572 |

## Investment project

| No. | Committed investment project   | Actual investment project  | % of Committed investment amount to the total proceeds before fund raising | Committed investment amount after fund raising (A) | Actual investment amount (Note 1) (B) | Difference between actual investment amount and committed investment amount after fund raising (A)-(B) | Project progress as at that date (% of actual investment amount to the committed investment amount) (B)/(A) |
|-----|--|--|--|--|---------------------------------------|--|---|
| 1   | Building 3,000 community milk booths   | Building 3,000 community milk booths   | 32%  | 37,130,070   | –                                     | 37,130,070   | 0%  |
| 2   | Partial funds for importing approximately 5,000 dairy cows from Australia or New Zealand | Partial funds for importing approximately 5,000 dairy cows from Australia or New Zealand | 30%  | 34,809,441   | 33,000,000                            | 1,809,441  | 95%   |
| 3   | Promoting our brands   | Promoting our brands   | 20%  | 23,206,294   | 3,560,283                             | 19,646,011   | 15%   |
| 4   | Construction of the new technology centre  | Construction of the new technology centre  | 8%   | 9,282,518  | –                                     | 9,282,518  | 0%  |
| 5   | Working capital and others   | Working capital and others   | 10%  | 11,603,147   | 11,603,147                            | –  | 100%  |
|     | <b>Total</b>   |  | <b>100%</b>  | <b>116,031,470</b>                                 | <b>48,163,430</b>                     | <b>67,868,040</b>  |   |

Note 1: Actual investment amount is calculated with the assumption that after remittance of the raised proceeds to such bank account, all expenses in relation to the committed investment projects shall be paid out of such raised proceeds until such raised proceeds had been fully utilized.

**III. REALIZATION OF BENEFITS FROM INVESTMENT PROJECTS USING RAISED PROCEEDS**

There is no commitment of the expected benefits from investment projects using the raised proceeds in the prospectus of the Company in relation to the initial public offering of H shares.

**IV. COMPARISON BETWEEN THE USAGE OF PROCEEDS RAISED IN THE PREVIOUS TIME AND THE REGULAR REPORT OF THE COMPANY**

The Company had made a reconciliation of the actual usage of the funds raised in the previous time against such content as disclosed in the section headed “Directors’ Report” in 2015 annual report and other information disclosure documents of the Company. The actual usage of the funds raised in the previous time is consistent with relevant content disclosed in the abovementioned documents.

**V. CONCLUSION**

The Board of the Company is of the view that, the Company has utilized the proceeds raised in the previous H Share offering in accordance with the plan for use of proceeds as disclosed under the prospectus of the Company in relation to the initial public offering of H shares. This report has been prepared in accordance with the “Provisions on the Report on Use of the Proceeds Raised in the Previous Time” issued by China Securities Regulatory Commission.

All Directors of the Company undertake that there are no misrepresentations, misleading statements or material omissions in this report and they are jointly and severally liable for the authenticity, accuracy and completeness of this report.

---

## SUPPLEMENTAL NOTICE OF THE EGM

---



### 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 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”); and (3) the supplemental circular of the EGM dated 26 August 2016 (the “Supplemental Circular”) which sets out details of the resolution to be proposed at the EGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held as originally scheduled 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 and, if thought fit, passing the following resolution as ordinary resolution, in addition to the resolutions set out in the Original Notice:

### AS ORDINARY RESOLUTION

- 7A. To consider and approve the special report in relation to the use of proceeds raised by previous H Share offering as of 30 June 2016.

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

Lanzhou, the PRC  
26 August 2016

\* *For identification purposes only*

---

## SUPPLEMENTAL NOTICE OF THE EGM

---

*Notes:*

1. Details of the resolution are set out in the Supplemental Circular. Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. Due to the fact that the Original Circular containing the notice of EGM and accompanying proxy form (the “Original Proxy Form”) does not contain the revised and additional resolution proposed as set out in this supplemental circular, in this regard, a new proxy form (the “Revised Proxy Form”) for the EGM is enclosed with this supplemental circular. Shareholders are only requested to complete and return the 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 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 with our H Share Registrar is requested to lodge the 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 should not be lodged with our H Share Registrar. A Shareholder who has already lodged the Original Proxy Form with our H Share Registrar should note that:
  - (a) If Shareholders fail to lodge the 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 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 Supplemental Notice and the Revised Proxy Form, apart from the resolutions as set out in the original notice of the EGM and the Original Proxy Form.
  - (b) If Shareholders have lodged the Revised Proxy Form with the Company’s H Share Registrar prior to Closing Time as specified, the Revised Proxy Form shall revoke and supersede the Original Proxy Form previously lodged by Shareholder if correctly completed. The Revised Proxy Form shall be treated as a valid proxy form lodged by Shareholder.
  - (c) If Shareholders have lodged the Revised Proxy Form with the Company’s H Share Registrar after the Closing Time, the Revised Proxy Form shall be invalid. This will also revoke the Original Proxy Form previously lodged by Shareholders, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll. Accordingly, Shareholders are advised not to lodge the 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 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.