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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)

OVERSEAS REGULATORY ANNOUNCEMENT

ISSUE OF A SHARE PROSPECTUS

This announcement is made pursuant to Rule 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rule**”).

Reference is made to the notices of the meetings and the circular (the “**Original Circular**”) of the Company dated 12 August 2016, the 1st supplemental notice and 1st supplemental circular (the “**1st Supplemental Circular**”) of the Company dated 26 August 2016, and the 2nd supplemental notice and 2nd supplemental circular (the “**2nd Supplemental Circular**”, together with the Original Circular and the 1st Supplemental Circular, collectively referred to as the “**Circulars**”) of the Company dated 14 September 2016. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circulars.

The Shareholders and the respective holders of H Shares and Domestic Shares have approved the proposed A Share Offering at the EGM, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting held on 30 September 2016. For details, please refer to the poll results announcement of the Company dated 30 September 2016.

The Company has submitted an application to the China Securities Regulatory Commission (the “**CSRC**”) in the connection with its application to proceed with the proposed A Share Offering. According to the relevant PRC legal requirement, a copy of the prospectus has been made available for review on the CSRC’s website at www.csrc.gov.cn for preliminary publication.

The prospectus is not, and is not intended to be, an offer of securities of the Company for sale in Hong Kong. The prospectus has not been and will not be registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the laws of Hong Kong).

There is no assurance that the proposed A Share Offering will proceed. Investors and potential investors in H Shares should not rely on information published or disseminated from the PRC when they deal, or contemplate dealing, in the H Shares or other securities of the Company and are advised to exercise caution in dealing in the H Shares. Further details about the proposed A Share Offering will be disclosed by the Company in due course in the PRC when the proposed A Share Offering materializes and the relevant information will be made available concurrently by the Company for public inspection in accordance with the Listing Rules.

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

Lanzhou, the PRC, 9 December 2016

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.

** For identification purpose only*