
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of 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.* 蘭州莊園牧場股份有限公司, you should at once hand this circular and the accompanying form of proxy and reply slip 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.

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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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1533)

**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2016,
REPORT OF SUPERVISORY COMMITTEE FOR THE YEAR 2016,
INDEPENDENT AUDITOR'S REPORT AND THE COMPANY'S
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2016,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016,
DIRECTORS' AND SUPERVISORS' REMUNERATION PLAN FOR THE YEAR 2017,
RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2017 AND
GRANT OF AUTHORITY TO THE AUDIT COMMITTEE OF THE BOARD TO
DETERMINE ITS REMUNERATION,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR
THE PURPOSE OF THE PROPOSED A SHARE OFFERING
AND
NOTICE OF AGM**

The Company will convene the AGM at 10:00 a.m. on Friday, 16 June 2017 at No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu Province, the PRC. Notice of AGM is set out in this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's head office in the PRC not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or to (for holders of Domestic Shares) the Company's head office in the PRC on or before Saturday, 27 May 2017.

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DEFINITIONS

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

“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” or “Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“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 for not more than 46,840,000 A Shares in the PRC (on the Shenzhen Stock Exchange)
“Board of Directors” or “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 limited company incorporated in the PRC and its H Shares are listed on the Hong Kong Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Executive Director(s)”	executive director(s) of the Company
“H Shares”	overseas listed foreign shares in the Company’s share capital with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

* For identification purpose only

DEFINITIONS

“Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“Latest Practicable Date”	20 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Non-executive Director(s)”	non-executive director(s) of the Company
“Notice of AGM”	the notice convening the AGM
“PRC” or “China”	the People’s Republic of China
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s Domestic Shares and H Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the board of supervisors 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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1533)

Executive Directors:

Mr. Ma Hongfu
Mr. Wang Guofu
Mr. Chen Yuhai
Mr. Yan Bin

Registered office in the PRC:

Sanjiaocheng Village
Sanjiaocheng Town
Yuzhong County
PRC

Non-executive Directors:

Mr. Yap Kean Chong
Mr. Song Xiaopeng

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

No. 158 Yanerwan Road
Chengguan District
Lanzhou, Gansu
PRC

Independent Non-executive Directors:

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

Principal place of business in Hong Kong:
Room 1225, 12/F
Prince's Building
10 Chater Road, Central
Hong Kong

28 April 2017

To the Shareholders

Dear Sir or Madam,

**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2016,
REPORT OF SUPERVISORY COMMITTEE FOR THE YEAR 2016,
INDEPENDENT AUDITOR'S REPORT AND THE COMPANY'S
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2016,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016,
DIRECTORS' AND SUPERVISORS' REMUNERATION PLAN FOR THE YEAR 2017,
RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2017 AND
GRANT OF AUTHORITY TO THE AUDIT COMMITTEE OF THE BOARD TO
DETERMINE ITS REMUNERATION,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR
THE PURPOSE OF THE PROPOSED A SHARE OFFERING
AND
NOTICE OF AGM**

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions (among others) to be proposed at the meeting for the following issues, to be approved by way of ordinary resolutions or special resolutions (as the case may be):

Ordinary Resolutions

1. Report of Board of Directors for the year 2016;
2. Report of Supervisory Committee for the year 2016;
3. Independent auditor's report and the Company's audited financial statements for the year 2016;
4. Profit distribution plan for the year 2016;
5. Directors' and Supervisors' remuneration plan for the year 2017; and
6. Re-appointment of international auditor for the year 2017 and grant of authority to the audit committee of the Board to determine its remuneration.

Special Resolutions

Reference is made to (i) the circulars of the Company dated 12 August 2016, 26 August 2016 and 14 September 2016; (ii) the poll results announcement of the Company dated 30 September 2016; and (iii) the announcement of the Company dated 27 April 2017. 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: 7. the proposal on the amendment to the Articles of Association (applicable upon the initial public offering and listing of A Shares) of the Company; and 8. the proposal on the amendments to the Articles of Association of the Company. Both the proposals of 7. and 8. above are to be approved as special resolutions by the Shareholders in the AGM.

(1) REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to approve the report of Board of Directors for the year 2016, the full text of which is set out in the Company's annual report despatched with this circular on the same day.

(2) REPORT OF SUPERVISORY COMMITTEE FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to approve the report of Supervisory Committee for the year 2016, the text of which is set out in the Company's annual report despatched with this circular on the same day.

LETTER FROM THE BOARD

(3) INDEPENDENT AUDITOR'S REPORT AND THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to approve the independent auditor's report and the Company's audited financial statements for the year 2016, the full texts of which are set out in the Company's annual report despatched with this circular on the same day.

(4) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016

According to the Articles, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan. The Board proposed the distribution of a final dividend of RMB7.42 cents per Share (tax inclusive) in cash in an aggregate amount of approximately RMB10.43 million for the year ended 31 December 2016. Such dividend will be paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividend attributable to holders of H Shares to be distributed and paid in Hong Kong dollars is calculated according to the average benchmark exchange rate of Renminbi against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of AGM. If the proposed profit distribution plan is approved at the AGM, the final dividend will be paid to the Shareholders whose names are registered in the Company's register of members on Tuesday, 27 June 2017. The Company expected to pay the dividend on Tuesday, 1 August 2017.

In order to determine the holders of Shares who are entitled to receive the above-mentioned final dividend, the register of members of the Company will be closed from Thursday, 22 June 2017 to Tuesday, 27 June 2017, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2016 (subject to the approval of the Shareholders), unregistered holders of H Shares of the Company shall lodge share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2017.

We hereby recommend Shareholders to authorize the Board to implement the above profit distribution plan, and recommend the Board to further grant its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan, having obtained the above authority.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2016 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual holders of H Shares are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a

LETTER FROM THE BOARD

dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these Shareholders. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

The Company will determine the resident status of the individual H Share shareholders based on the registered address as recorded in the register of members of the Company on Tuesday, 27 June 2017 (the “**Registered Address**”). If the resident status of any individual H Share Shareholder is not in consistency with that indicated by the Registered Address, such individual H Share Shareholder shall notify the Company’s H Share registrar not later than 4:30 p.m. on Wednesday, 21 June 2017, and provide relevant supporting documents to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Any individual H Share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Share Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Share Shareholders or any disputes over the withholding mechanism or arrangements.

(5) DIRECTORS’ AND SUPERVISORS’ REMUNERATION PLAN FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for Directors and Supervisors for the year ending 31 December 2017, which is formulated according to the Company’s internal policies as follows:

1. Independent Non-executive Directors will receive their remuneration from the Company. Travel expenses incurred by Independent Non-executive Directors in attending Board meetings of the Company, general meetings and relevant activities organized by the Board will be borne by the Company;
2. Non-executive Directors without holding offices in the Company will not receive any remuneration from the Company;
3. Executive Directors holding offices in the Company will receive their remuneration from the Company. The remuneration of an Executive Director will be determined based on the senior management position concurrently held by such Executive Director, in accordance with rules relating to the management of remuneration of the Company; and

LETTER FROM THE BOARD

4. Supervisors will receive their remuneration from the Company where they currently hold a position. The remuneration of an employee representative Supervisor will be determined with reference to the standard of senior management of the Company, in accordance with rules relating to the management of remuneration of the Company.

(6) RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2017 AND GRANT OF AUTHORITY TO THE AUDIT COMMITTEE OF THE BOARD TO DETERMINE ITS REMUNERATION

An ordinary resolution will be proposed at the AGM to approve the re-appointment of KPMG as the Company's international auditor for the year 2017 and the grant of authority to the audit committee of the Board to determine its remuneration.

(7) PROPOSAL ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION (APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES) OF THE COMPANY

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 China Securities Regulatory Commission. 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 Appendix I to this circular 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.

(8) PROPOSAL ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In connection with the proposed A Share Offering, the Company proposed to amend the Articles of Association (see Appendix II to this circular). 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. 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.

LETTER FROM THE BOARD

The Directors consider that the proposed resolutions 7. and 8. in connection with 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.

AGM

The Company will convene the AGM at 10:00 a.m. on Friday, 16 June 2017 at the Company's head office in the PRC at No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu Province, the PRC. Notice of AGM is set out in this circular.

In order to determine the holders of Shares who are eligible to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 17 May 2017 to Friday, 16 June 2017, both days inclusive. To be eligible to attend and vote at the AGM, unregistered holders of H Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 May 2017.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's head office in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof.

Shareholders who intend to attend the AGM in person or by proxy shall complete and return the accompanying AGM reply slip to the Company's head office in the PRC by hand, by post or by fax (fax number: (86) 931 875 3001) (for holders of Domestic Shares), or return the AGM reply slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post (for holders of H Shares) on or before Saturday, 27 May 2017.

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders of a listed issuer at the issuer's general meeting must 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. The chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Article 86 of the Articles.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/its uses in the same manner.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that all resolutions set out in the Notice of AGM for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the said resolutions set out in the Notice of AGM which are to be proposed at the AGM.

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 of the Board

* *For identification purpose only*

**Proposal on amendments to the Articles of Association of
Lanzhou Zhuangyuan Pasture Co., Ltd.
(being effective upon the initial public offering and listing of A shares)**

Dear Shareholders,

It is hereby proposed that the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. (being effective upon the initial public offering and listing of A Shares) are amended as follows.

1. To amend the second section of Article 14 of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. (being effective upon the initial public offering and listing of A shares) from “The Company’s scope of business includes: production, processing and sale of dairy products, lactic acid drinks and cold beverages; dairy cows farming, research and development of biotechnology and **acquisition of grain.**” to “The Company’s scope of business includes: production, processing and sale of dairy products, lactic acid drinks and cold beverages; dairy cows farming, research and development of biotechnology and **acquisition of feeds.**”
2. To amend the second section of Article 115 of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. (being effective upon the initial public offering and listing of A shares) from “The term of office of independent directors is three years and may be reappointed for consecutive terms if re-elected, but the longest term of office shall be no more than **nine years**, except the relevant law, statutory regulations and listing rules of the stock exchange where the Company’s stocks are listing stipulated otherwise.” to “The term of office of independent directors is three years and may be reappointed for consecutive terms if re-elected, but the longest term of office shall be no more than **six years**, except the relevant law, statutory regulations and listing rules of the stock exchange where the Company’s stocks are listing stipulated otherwise.”
3. To amend the second section of Article 191 of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. (being effective upon the initial public offering and listing of A shares) from “The Company shall calculate and declare dividends and other amounts which are payable to holders of Domestic Shares in Renminbi, and shall pay such amounts in Renminbi within **three (3) months** following the announcement of dividends distribution. The Company shall calculate and declare dividends and other payments which are payable to holders of Overseas-Listed Foreign Shares in Renminbi, and shall pay such amounts in Hong Kong dollars within **three (3) months** following the announcement of dividends distribution.” to “The Company shall calculate and declare dividends and other amounts which are payable to holders of Domestic Shares in Renminbi, and shall pay such amounts in Renminbi within **two (2) months** following the announcement of dividends distribution. The Company shall calculate and declare dividends and other payments which are payable to holders of Overseas-Listed Foreign Shares in Renminbi, and shall pay such amounts in Hong Kong dollars within **two (2) months** following the announcement of dividends distribution.”

**APPENDIX I PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (BEING EFFECTIVE
UPON THE INITIAL PUBLIC OFFERING OF A SHARES AND ITS LISTING) OF THE COMPANY**

4. This proposal shall be proposed for consideration and approval at the AGM and is subject to the initial public offering and listing of A shares of the Company.

For your consideration and approval.

The Board of
Lanzhou Zhuangyuan Pasture Co., Ltd.

30 March 2017

**APPENDIX II PROPOSAL ON AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY**

**Proposal on amendments to the Articles of Association of
Lanzhou Zhuangyuan Pasture Co., Ltd.**

Dear Shareholders,

It is hereby proposed that the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. shall be amended as follows.

1. To amend the second section of Article 14 of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. from “The Company’s scope of business includes: production, processing and sale of dairy products, lactic acid drinks and cold beverages; dairy cows farming, research and development of biotechnology and **acquisition of grain.**” to “The Company’s scope of business includes: production, processing and sale of dairy products, lactic acid drinks and cold beverages; dairy cows farming, research and development of biotechnology and **acquisition of feeds.**”
2. To amend the second section of Article 115 of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. from “The term of office of independent directors is three years and may be reappointed for consecutive terms if re-elected, but the longest term of office shall be no more than **nine years**, except the relevant law, statutory regulations and listing rules of the stock exchange where the Company’s stocks are listing stipulated otherwise.” to “The term of office of independent directors is three years and may be reappointed for consecutive terms if re-elected, but the longest term of office shall be no more than **six years**, except the relevant law, statutory regulations and listing rules of the stock exchange where the Company’s stocks are listing stipulated otherwise.”
3. To amend the second section of Article 191 of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd. from “The Company shall calculate and declare dividends and other amounts which are payable to holders of Domestic Shares in Renminbi, and shall pay such amounts in Renminbi within **three (3) months** following the announcement of dividends distribution. The Company shall calculate and declare dividends and other payments which are payable to holders of Overseas-Listed Foreign Shares in Renminbi, and shall pay such amounts in Hong Kong dollars within **three (3) months** following the announcement of dividends distribution.” to “The Company shall calculate and declare dividends and other amounts which are payable to holders of Domestic Shares in Renminbi, and shall pay such amounts in Renminbi within **two (2) months** following the announcement of dividends distribution. The Company shall calculate and declare dividends and other payments which are payable to holders of Overseas-Listed Foreign Shares in Renminbi, and shall pay such amounts in Hong Kong dollars within **two (2) months** following the announcement of dividends distribution.”

**APPENDIX II PROPOSAL ON AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY**

4. This proposal is subject to the consideration and approval at the AGM.

For your consideration and approval.

The Board of
Lanzhou Zhuangyuan Pasture Co., Ltd

30 March 2017

NOTICE OF AGM



Lanzhou Zhuangyuan Pasture Co., Ltd.* 蘭州莊園牧場股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1533)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (“AGM”) of Lanzhou Zhuangyuan Pasture Co., Ltd.* 蘭州莊園牧場股份有限公司 (the “**Company**”) will be held at No. 158 Yanerwan Road, Chengguan District, Lanzhou, Gansu Province, the People's Republic of China (“**PRC**”), at 10:00 a.m. on Friday, 16 June 2017 for the following purposes:

AS ORDINARY RESOLUTIONS

To consider and approve the following matters for passing as ordinary resolutions:

1. To approve the Report of the Board of Directors of the Company for the year 2016.
2. To approve the Report of the Supervisory Committee of the Company for the year 2016.
3. To accept the independent auditor's report and the Company's audited financial statements for the year ended 31 December 2016.
4. To approve the profit distribution plan of the Company for the year ended 31 December 2016, namely, the proposal for distribution of a final dividend of RMB7.42 cents per share (tax inclusive) in cash in an aggregate amount of approximately RMB10.43 million for the year ended 31 December 2016, and to authorize the board of directors of the Company (the “**Board**”) to implement the aforesaid distribution.
5. To approve the remuneration plan for Directors and Supervisors of the Company for the year 2017.
6. To approve the re-appointment of KPMG as the Company's international auditor for the year 2017 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board to determine its remuneration.

* For identification purpose only

NOTICE OF AGM

AS SPECIAL RESOLUTIONS

To consider and approve the following resolutions as special resolutions:

7. To consider and approve the proposal on the amendments to the Articles of Association (applicable upon the initial public offering and listing of A Shares) of the Company.
8. To consider and approve the proposal on the 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 of the Board

Lanzhou, the PRC, 28 April 2017

* *For identification purpose only*

Notes:

1. Important: A circular setting out further details of the resolutions, the form of proxy and the AGM reply slip will be despatched and published by the Company in due course. The Company will also despatch and publish the Company's annual report for 2016 in due course. Shareholders of the Company ("Shareholders") who wish to appoint a proxy to attend and vote at the AGM shall first read the Company's annual report for 2016 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or despatched to relevant Shareholders. The annual report for 2016 included the Report of Board of Directors for 2016, the Report of Supervisory Committee for 2016, the audited financial statements and the auditor's report for 2016, etc.
2. In order to determine the holders of shares who are eligible to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 17 May 2017 to Friday, 16 June 2017, both days inclusive. To be eligible to attend and vote at the AGM, unregistered holders of H shares of the Company shall lodge share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 May 2017.

In order to determine the holders of shares who are entitled to receive the proposed 2016 final dividend, the register of members of the Company will be closed from Thursday, 22 June 2017 to Tuesday, 27 June 2017, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2016 (subject to the approval of the Shareholders), unregistered holders of H shares of the Company shall lodge share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2017.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2016 final dividend to non-resident enterprise shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, will be treated as shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual holders of H Shares are residents of Hong Kong or Macau or those countries which

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have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these Shareholders. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

The Company will determine the resident status of the individual H Share Shareholders based on the registered address as recorded in the register of members of the Company on Tuesday, 27 June 2017 (the “**Registered Address**”). If the resident status of any individual H Share Shareholder is not in consistency with that indicated by the Registered Address, such individual H Share Shareholder shall notify the Company’s H Share registrar not later than 4:30 p.m. on Wednesday, 21 June 2017, and provide relevant supporting documents to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Any individual H Share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Share Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Share Shareholders or any disputes over the withholding mechanism or arrangements.

3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the AGM on his, her or its behalf.
4. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its director or attorney duly authorized.
5. To be valid, the form of proxy must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) or the Company’s head office in the PRC (for holders of Domestic Shares of the Company) not less than 24 hours prior to the holding of the AGM. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
6. If the appointer is a legal person, its legal representative or any person authorised by resolutions of its board or other governing bodies may attend the AGM on behalf of the appointer.
7. The Company has the rights to request a Shareholder or a proxy who attends the AGM on behalf of a Shareholder to provide proof of identity.
8. Shareholders who intend to attend the AGM in person or by proxy shall return the AGM reply slip to the Company’s head office in the PRC (for holders of Domestic Shares of the Company) by hand, by post or by fax (fax number: (86) 931 875 3001), or return the AGM reply slip to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by hand or by post (for holders of H Shares of the Company) on or before Saturday, 27 May 2017.
9. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
10. The contact of the Company is as follows:

Address: Room 1225, 12/F, Prince’s Building, 10 Chater Road, Central, Hong Kong
Contact person: Li Siu Bun
Telephone number: (852) 3796 7090