

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



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)

**EXTENSION OF THE VALIDITY PERIOD OF THE SHAREHOLDERS'
APPROVAL FOR THE PROPOSED A SHARE OFFERING**

Reference is made to (i) the announcements of the Company dated 1 August 2016, 26 August 2016, 14 September 2016, 30 September 2016, 9 December 2016, 27 April 2017 and 16 June 2017; and (ii) the circulars of the Company dated 12 August 2016, 26 August 2016, 14 September 2016 and 28 April 2017; all in relation to, among other things, the proposed A Share Offering.

**EXTENSION OF THE VALIDITY PERIOD OF THE SHAREHOLDERS' APPROVAL
FOR THE PROPOSED A SHARE OFFERING**

At the 2016 Meeting, the Shareholders had resolved, among other things, to approve the proposed A Share Offering and had granted to the Board the authority to proceed with the proposed A Share Offering for a period of 12 months commencing from the date of the 2016 Meeting, being 30 September 2016. Since then, the Company has actively pursued the A Share Offering and the proposed A Share Offering is at the vetting stage of CSRC, and the said Shareholders' approval will be expired on 30 September 2017.

The Board proposed to convene the EGM and the Class Meetings, respectively, to seek the approval of the Shareholders for the grant of an extension of the validity period of the resolutions in respect of the proposed A Share Offering and the authorization to the Board to deal with the matters relating to the proposed A Share Offering for a further period of 12 months commencing from the date of the passing of the special resolution at the EGM and the Class Meetings. The Board considers the Extension is necessary in view of the continuation of the application procedure for the A Share Offering. Details of the Shareholders' approval and authorizations granted, by the Shareholders at the 2016 Meeting, which validity period is proposed to be extended, are set out in the circular of the Company dated 12 August 2016.

* *For identification purposes only*

PROPOSAL ON THE DISTRIBUTION OF THE ACCUMULATED UNDISTRIBUTED PROFITS BEFORE THE A SHARE OFFERING

In connection with the Extension, the Board resolved that, subject to any dividend distribution plan that may be declared by the Board and approved by the Shareholders before the completion of the A Share Offering, the accumulated undistributed profits of the Company before the A Share Offering will be shared by the existing and new Shareholders after the A Share Offering in proportion to their respective shareholdings.

The Board resolved to submit the above resolution to the EGM and the Class Meetings, for consideration and approval of the Shareholders by way of special resolution, which will become effective upon its passing.

PROPOSAL ON THE AUTHORIZATION BY THE SHAREHOLDERS TO THE BOARD TO DEAL WITH ALL MATTERS RELATING TO THE A SHARE OFFERING

The Board also resolved to submit to the Shareholders to authorize the Board to handle all matters relating to the proposed A Share Offering, the period of authorization will be extended to 30 September 2018.

The Company will convene the EGM and the Class Meetings for the purpose of, among other things, seeking Shareholders' approval on the Extension.

A circular containing, among other things, further details on the Extension and the notices convening the EGM and Class Meetings will be despatched to the Shareholders in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“2016 Meeting”	collectively, the extraordinary general meeting, class meeting for holders of H Shares and class meeting for holders of Domestic Shares of the Company all held on 30 September 2016
“A Share(s)”	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 of not more than 46,840,000 A Shares within the PRC (on the Shenzhen Stock Exchange)

“Board”	the board of directors of the Company
“Class Meetings”	the meetings of the Company for each class of the holders of the H Shares and Domestic Shares to be convened to consider and, if thought fit, approve, among other things, the Extension
“Company”	蘭州莊園牧場股份有限公司 (Lanzhou Zhuangyuan Pasture Co., Ltd.*), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Domestic Share(s)”	ordinary shares in the registered capital of our Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB by domestic investors in the PRC and which are not yet approved for overseas listing
“EGM”	the extraordinary general meeting of the Shareholders to be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Extension
“Extension”	the proposed extension of the validity period of the shareholders’ approval for the proposed A Share Offering granted by the Shareholders to the Board to deal with the matters relating to the proposed A Share Offering granted at the 2016 Meeting for a further period of 12 months commencing from the date of the passing of the special resolution at the EGM and the Class Meetings
“H Share(s)”	overseas listed foreign shares 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
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)

* For identification purposes only

“Shareholder(s)” holder(s) of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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, 3 August 2017

As at the date of this announcement, 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.

* *For identification purposes only*