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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)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 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. 8, Dongxin Road, Xining Economic Development Area, Xining, Qinghai Province, the People’s Republic of China (“**PRC**”), at 9:30 a.m. on Tuesday, 14 June 2016 for the following purposes:

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 2015.
2. To approve the Report of the Supervisory Committee of the Company for the year 2015.
3. To accept the independent auditor’s report and the Company’s audited financial statements for the year ended 31 December 2015.
4. To approve the profit distribution plan of the Company for the year ended 31 December 2015, namely, the proposal for distribution of a final dividend of RMB0.0712 per share (tax inclusive) in cash in an aggregate amount of approximately RMB10 million for the year ended 31 December 2015, and to authorize the board of directors of the Company (the “**Board**”) to implement the aforesaid distribution.
5. To approve the appointment of Ms. Liu Zhijun as an independent non-executive Director of the Company and the authority granted to the Board for determining her remuneration.
6. To approve the remuneration plan for Directors and Supervisors of the Company for the year 2016.

* *For identification purpose only*

7. To approve the re-appointment of KPMG as the Company's international auditor for the year 2016 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.

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, 29 April 2016

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 2015 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 2015 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or despatched to relevant Shareholders. The annual report for 2015 included the Report of Board of Directors for 2015, the Report of Supervisory Committee for 2015, the audited financial statements and the auditor's report for 2015, 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 Sunday, 15 May 2016 to Tuesday, 14 June 2016, 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 Friday, 13 May 2016.

In order to determine the holders of shares who are entitled to receive the proposed 2015 final dividend, the register of members of the Company will be closed from Saturday, 18 June 2016 to Thursday, 23 June 2016, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2015 (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 Friday, 17 June 2016.

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 2015 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 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 Thursday, 23 June 2016 (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 Friday, 17 June 2016, 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 Wednesday, 25 May 2016.

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

Contact person: Li Siu Bun

Telephone number: (852) 3796 7090

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 nonexecutive directors of the Company are Mr. Bai Yongzhi, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley.