
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 second supplemental circular together with the enclosed Second 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.

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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)

**(1) PROPOSAL ON ESTABLISHMENT OF THE RULES FOR DIVIDEND
DISTRIBUTION (BEING EFFECTIVE UPON THE INITIAL PUBLIC
OFFERING OF A SHARES AND ITS LISTING)**
AND
(2) SECOND SUPPLEMENTAL NOTICE OF THE EGM

This second supplemental circular shall be read in conjunction with the circular of the EGM dated 12 August 2016 and the supplemental circular of the EGM dated 26 August 2016.

A letter from the Board of the Company is set out on pages 3 to 11 of this second supplemental circular.

A second 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 12 to 13 of this second supplemental circular. The Second Revised Proxy Form for the EGM is accompanied with this second 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 Second 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 Second Revised Proxy Form will not preclude you from attending and voting at the EGM if you so wish.

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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

14 September 2016

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSAL ON ESTABLISHMENT OF THE RULES FOR DIVIDEND
DISTRIBUTION (BEING EFFECTIVE UPON THE INITIAL PUBLIC
OFFERING OF A SHARES AND ITS LISTING)
AND
(2) SECOND SUPPLEMENTAL NOTICE OF THE EGM**

1. INTRODUCTION

Reference is made to the circular of the EGM dated 12 August 2016 (the "Original Circular") and the supplemental circular of the EGM dated 26 August 2016 (the "Supplemental Circular") which contain the details of the resolutions to be proposed at the EGM for Shareholders' approval. This second supplemental circular should be read in conjunction with the Original Circular and the Supplemental Circular.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this second supplemental circular is to set out the second supplemental notice of the EGM, and to provide you with details regarding the Proposal on Establishment of the Rules for Dividend Distribution (Being Effective Upon the Initial Public Offering of A Shares and its Listing) to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM.

2. PROPOSAL ON ESTABLISHMENT OF THE RULES FOR DIVIDEND DISTRIBUTION (BEING EFFECTIVE UPON THE INITIAL PUBLIC OFFERING OF A SHARES AND ITS LISTING)

In order to improve the profit distribution policy of the Company and to establish sustainable, stable and scientific dividend distribution mechanism, to enhance the transparency of the distribution of profits, to ensure the long-term and sustainable development of the Company and to protect the legitimate rights and interests of minority Shareholders, the Company has prepared the “Establishment of the Rules for Dividend Distribution (Being Effective Upon the Initial Public Offering of A Shares and its Listing)” of the Company (the “Rules for Dividend Distribution”) with reference to, among others, the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of PRC (《中華人民共和國證券法》) and the articles of association of the Company, in accordance with relevant laws, regulations and regulatory documents, including the Listed Companies Regulatory Guidance No.3 – Cash Dividends Distribution of Listed Companies (《上市公司監管指引第3號—上市公司現金分紅》) issued by the CSRC, the Corporate Governance Criteria for Listed Companies (《上市公司治理準則》) issued by the CSRC, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》) and the Guidelines for the Proper Management of Companies Listed on the Small and Medium-sized Enterprise Board of the Shenzhen Stock Exchange (《深圳證券交易所中小企業板上市公司規範運作指引》) and taking into account the actual conditions of the Company. The Rules for Dividend Distribution is set out in Appendix I.

The Board has approved the Rules for Dividend Distribution and the resolution in relation to the Rules for Dividend Distribution is subject to the shareholders’ approval at the EGM by special resolution.

The Rules for Dividend Distribution is 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.

3. THE EGM AND SECOND REVISED PROXY FORM

A supplemental notice (the “Second 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 12 to 13 of this second supplemental circular.

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

LETTER FROM THE BOARD

Whether or not Shareholders intend to attend the EGM, Shareholders are requested to complete the enclosed Second 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 and/or the Revised Proxy Form with our H Share Registrar is requested to lodge the Second 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 and/or the Revised Proxy Form should not be lodged with our H Share Registrar. A Shareholder who has already lodged the Original Proxy Form and/or the Revised Proxy Form with our H Share Registrar should note that:

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

LETTER FROM THE BOARD

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.

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

**APPENDIX I PROPOSAL ON ESTABLISHMENT OF THE RULES FOR DIVIDEND
DISTRIBUTION (BEING EFFECTIVE UPON THE INITIAL PUBLIC
OFFERING OF A SHARES AND ITS LISTING)**

**Resolution on the Establishment of the Rules for Dividend Distribution Policy
(Being Effective upon the Initial Public Offering of A Shares and its Listing) of
Lanzhou Zhuangyuan Pasture Co., Ltd.**

Dear Shareholders,

To improve the profit distribution policy of Lanzhou Zhuangyuan Pasture Co., Ltd. (the “Company”), to establish a sustainable, stable and scientific dividend distribution mechanism, to enhance the transparency of the distribution of profit, to ensure long-term and sustainable development of the Company and to protect the legitimate rights and interest of minority shareholders, the Company has prepared the “Establishment of the Rules for Dividend Distribution (Being Effective upon the Initial Public Offering of A Shares and its Listing) (see Annex) with reference to the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China and the articles of association of the Company, in accordance with relevant laws, regulations and normative documents, including the Listed Companies Regulatory Guidelines No. 3 – Cash Dividend Distribution of Listed Companies issued by the CSRC, the Corporate Governance Criteria for Listed Companies issued by the CSRC, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange and Guidelines for the Proper Management of Companies Listed on SME Board of Shenzhen Stock Exchange, taking into consideration the actual conditions of the Company.

The resolution is to be considered and approved as a special resolution on the Company’s First Extraordinary General Meeting of Shareholders in 2016 and will be in effect upon the listing of the Company’s A shares on the Shenzhen Stock Exchange.

For your consideration and approval.

Board of Directors of
Lanzhou Zhuangyuan Pasture Co., Ltd.

14 September 2016

Annex:

Dividend Distribution Policy of Lanzhou Zhuangyuan Pasture Co., Ltd.

To improve the profit distribution policy of Lanzhou Zhuangyuan Pasture Co., Ltd. (the “Company”), to establish a sustainable, stable and scientific dividend distribution mechanism, to enhance the transparency of the distribution of profit, to ensure long-term and sustainable development of the Company and to protect the legitimate rights and interest of minority shareholders, the Company has prepared the “Establishment of the Rules for Dividend Distribution (Being Effective upon the Initial Public Offering of A Shares and its Listing) (see Annex) with reference to the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China and the articles of association of the Company, in accordance with relevant laws, regulations and normative documents, including the Listed Companies Regulatory Guidelines No. 3 – Cash Dividend Distribution of Listed Companies issued by the CSRC, the Corporate Governance Criteria for Listed Companies issued by the CSRC, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange and Guidelines for the Proper Management of Companies Listed on SME Board of Shenzhen Stock Exchange, taking into consideration the actual conditions of the Company.

Chapter 1 Principles, form and interval of profit distribution

Article 1 Principles of profit distribution

The Company adopts a sustainable and stable profit appropriation policy, which emphasizes a reasonable investment return for investors while taking the Company’s sustainable development into consideration. The Company will actively distribute dividend in the form of cash and shares when it has sufficient funds to meet normal operating and production needs and there is no significant investment plan or significant capital expenditure.

Article 2 Form of profit distribution

The Company may distribute dividend in the form of cash, shares or a combination of cash and shares, and cash dividend distribution shall be given priority. Cash dividend is distributed for the profit-recording year after appropriation for the statutory reserve and the surplus reserve. Cash dividend distributed by the Company annually should not be less than 20 percent of the distributable profits for the current year.

Article 3 Interval of profit distribution

The Company distributes dividend annually when the conditions for profit distribution are satisfied, and the Board of Directors may propose profit appropriation in the form of cash, shares or a combination of cash and shares based on the Company’s capital requirements.

Chapter 2 Conditions, plan and policy of cash dividend distribution

Article 4 Conditions for cash dividend distribution

When the Company satisfies the conditions for profit distribution as stipulated by the relevant laws and regulations such as the Company Law of the PRC during a profit-recording year, the Company shall distribute its profits at least once a year. Where there is no significant investment plan or significant capital expenditure, cash dividend distributed by the Company annually should not be less than 20 percent of the distributable profits for the profit-recording year.

Article 5 Plan for cash dividend distribution

When the Company formulates a specific plan for cash dividend distribution, the Board of Directors shall study and expound the timing, conditions, and minimum ratio of the Company's cash dividend distribution, the conditions for adjustment, and the requirements of decision-making procedures thereto, and independent Directors shall express explicit opinion. Independent Directors may gather the opinions of small and medium shareholders, propose a dividend plan, and submit it to the Board of Directors for deliberation.

Article 6 Differentiated cash dividend distribution policy

The Board of Directors shall take into account factors such as industry characteristics, development stage, the Company's business model, profitability, and whether there are significant capital expenditure arrangements to differentiate between the following circumstances, and propose a differentiated cash dividend distribution policy in accordance with the procedures stipulated in the articles of association of the Company, with reference to the requirements of the Listed Companies Regulatory Guidelines No. 3 — Cash Dividend Distribution by Listed Companies:

- 1 where the Company is in the mature stage of development and there is no significant capital expenditure arrangement, cash dividend distribution shall constitute at least 80% in a profit distribution;
- 2 where the Company is in the mature stage of development and there are significant capital expenditure arrangements, cash dividend distribution shall constitute at least 40% in a profit distribution;
- 3 where the Company is in the growth stage of development and there are significant capital expenditure arrangements, cash dividend distribution shall constitute at least 20% in a profit distribution;
- 4 where it is difficult to ascertain the development stage of the Company but there are significant capital expenditure arrangements, cash dividend distribution shall constitute at least 20% in a profit distribution.

Chapter 3 Decision-making, implementation and adjustment of profit distribution

Article 7 Profit appropriation plan

Where the Company's profits and cash flows can satisfy its normal operating and long-term development needs, it shall distribute dividend via cash; where the Board of Directors believes that the Company has promising growth potential and higher net assets per share, that there is a mismatch between the share price of the Company and the size of its share capital, and that the distribution of share dividend is beneficial to the overall interests of all shareholders of the Company, the Board of Directors can develop a share dividend plan on the premises of satisfaction of the Company's cash dividend policy.

Article 8 Decision-making on profit distribution plan

1. In respect of dividend distribution, the Board of Directors shall prepare a distribution plan before submitting to the General Meeting of Shareholders for deliberation.
2. When the Board of Directors proposes the profit distribution plan, opinions from external and independent Directors should be fully considered. Proposals related to dividend distribution requires more than half of voting rights of all Directors and independent Directors respectively. Independent Directors should share independent opinions. Furthermore, independent Directors may gather the opinions of small and medium shareholders, propose a dividend plan and submit the same to the Board of Directors for deliberation.
3. The Board of Supervisors shall deliberate on proposals relating to profit distribution plan from the Board of Directors and the proposal shall be passed by the Supervisors holding more than half of voting rights.
4. The Board of Directors and the Board of Supervisors shall submit the profit distribution plan to the Shareholders for consideration and approval. Prior to deliberation of profit distribution proposal at the General Meeting of Shareholders, the Company shall take the initiative to communicate with Shareholders, particularly small and medium Shareholders, through multiple channels, listen to the opinions and requests of small and medium Shareholders, and promptly reply to small and medium Shareholders on their concerns.
5. If the Company cannot determine the profit distribution plan for the current year based on the established cash dividend policy or the lowest cash dividend ratio due to special circumstances, the Board of Directors should specify the detailed reasons. This requires opinions from independent Directors and deliberation at the General Meeting of Shareholders, after which it shall be passed by Shareholders present at the General Meeting of Shareholders who hold two-thirds or more of the voting rights. The Company should disclose the detailed reasons and opinions from independent Shareholders in the annual report. In respect of the above circumstances, an internet-based voting platform should be offered when the General Meeting of Shareholders is held.

Article 9 Implementation of dividend distribution plan

A detailed dividend distribution plan shall be proposed by the Board of Directors and implemented upon the approval of the General Meeting of Shareholders. When a resolution is made during the General Meeting of Shareholders, the Board of Directors should perform dividend distribution after the General Meeting of Shareholders pursuant to Guidelines for Articles of Association of Listed Companies and relevant provisions of the CSRC.

If the Company's funds were irregularly occupied by the Shareholders, the cash dividend obtained by the Shareholders shall be deducted to repay the funds occupied.

Article 10 Adjustments of dividend distribution policy

1. Where the Company needs to adjust its profit distribution policy due to the production needs and business operation, investment plan and long-term development, or significant changes in its external environment or its own operating conditions, appropriate and necessary adjustment can be made by reference to opinions from Shareholders (public investors in particular), independent Directors and Supervisors. The adjusted profit distribution policy should not violate relevant requirements of the CSRC.
2. Proposal of profit distribution policy shall be particularly studied and expound by the Board of Directors based on the Company's operations and relevant regulations of the CSRC. During the process of proposing profit distribution policy, opinions from independent Directors, external Supervisors and public investors should be fully considered. When the proposal is reviewed by the Board of Directors, it shall be passed by the Board of Directors holding more than half of voting rights, and the independent opinions from independent Directors should be disclosed in a timely manner.
3. The Board of Supervisors should deliberate on relevant proposals of profit distribution policy by the Board of Directors and shall be passed by the supervisors holding more than half of voting rights.
4. A network voting system should be provided when the General Meeting of Shareholders consider the adjustment of the profit distribution policy. It shall be approved by Shareholders present at a General Meeting of Shareholders who hold two-thirds or more of the voting rights.

SECOND 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)

SECOND 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”); (3) the supplemental circular of the EGM dated 26 August 2016 (the “Supplemental Circular”); and (4) the supplemental notice of the EGM dated 26 August 2016 (the “Supplemental Notice”) which set out details of the resolution to be proposed at the EGM for shareholders’ approval.

SECOND SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at 9:00 a.m. 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 special resolution, in addition to the resolutions set out in the Original Notice and the Supplemental Notice:

AS SPECIAL RESOLUTION

18. To consider and approve the proposal on establishment of the Rules for Dividend Distribution (being effective upon the initial public offering of A Shares and its listing).

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

Lanzhou, the PRC
14 September 2016

* *For identification purposes only*

SECOND SUPPLEMENTAL NOTICE OF THE EGM

Notes:

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