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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)

(Stock code: 1533)

**(1) POLL RESULTS OF THE FIRST 2018
EXTRAORDINARY GENERAL MEETING;
(2) CHANGE OF MEMBERS OF THE BOARD;
(3) CHANGE OF MEMBERS OF THE SUPERVISORY COMMITTEE;
AND
(4) CHANGE OF JOINT COMPANY SECRETARY**

The board of directors (the “**Board**”) of Lanzhou Zhuangyuan Pasture Co., Ltd.* (the “**Company**”) is pleased to announce the poll results of the extraordinary general meeting of the Company (the “**EGM**”) held by the Company at No. 158 Yanerwan Road, Chengguan District, Lanzhou City, Gansu Province, the People’s Republic of China (the “**PRC**”) on 26 March 2018. The convening of the EGM were in accordance with the Company Law of the PRC and the Articles of Association.

Reference is made to the notice of the EGM and supplemental notice of the EGM (collectively referred to as the “**Notices**”) dated 5 February 2018 and 6 March 2018 and the circular and supplemental circular (collectively referred to as the “**Circulars**”) of the Company dated 5 February 2018 and 9 March 2018. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circulars.

(1) POLL RESULTS OF THE FIRST 2018 EXTRAORDINARY GENERAL MEETING

As at the date of the EGM, the total number of issued shares of the Company (the “**Shares**”) is 187,340,000 Shares (comprising 152,210,000 A Shares and 35,130,000 H Shares). No shareholder was required under the Listing Rules to abstain from voting on the resolutions. There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions under Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the Notices to vote against or to abstain from voting on any of the resolutions.

The poll results in respect of the respective resolutions at the EGM were as follows:

Special Resolution		No. of Votes Cast (%) (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
1.	To consider and approve the resolution with regard to the amendments to the Articles of Association.	93,751,100 (100%)	0 (0%)	93,751,100 (100%)
As more than two-thirds of the votes held by the Shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was duly passed as a special resolution.				

Ordinary Resolutions		No. of Votes Cast (%) (% of total number of votes cast)		Total No. of Votes Cast (%)
		For	Against	
2.	To consider and approve the resolution with regard to the Company's adoption of China Accounting Standards in the preparation of its financial statements.	93,751,100 (100%)	0 (0%)	93,751,100 (100%)
As more than half of the votes held by the Shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the resolution with regard to the appointment of KPMG Huazhen LLP as the Company's auditors for the year 2017.	93,751,100 (100%)	0 (0%)	93,751,100 (100%)
As more than half of the votes held by the Shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of votes cast by the method of cumulative voting (% of total number of shares held by all Shareholders and proxies attending (before cumulation))
4(a).	To re-elect Mr. Ma Hongfu as an executive Director of the Company.	92,327,350 (100%)
As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.		
4(b).	To re-elect Mr. Wang Guofu as an executive Director of the Company.	92,327,350 (100%)
As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.		

Ordinary Resolutions		Number of votes cast by the method of cumulative voting (% of total number of shares held by all Shareholders and proxies attending (before cumulation))
4(c).	To re-elect Mr. Chen Yuhai as an executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
4(d).	To elect Ms. Zhang Qianyu as an executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
4(e).	To re-elect Mr. Yap Kean Chong as a non-executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
4(f).	To re-elect Mr. Song Xiaopeng as a non-executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
4(g).	To re-elect Ms. Liu Zhijun as an independent non-executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
4(h).	To elect Mr. Zhao Xinmin as an independent non-executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
4(i).	To re-elect Mr. Wong Cho Hang Stanley as an independent non-executive Director of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	

Ordinary Resolutions		Number of votes cast by the method of cumulative voting (% of total number of shares held by all Shareholders and proxies attending (before cumulation))
5(a).	To re-elect Mr. Wei Lin as a Supervisor of the Company	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	
5(b).	To elect Mr. Sun Chuang as a Supervisor of the Company.	92,327,350 (100%)
	As votes cast were more than half of the total number of shares held by all Shareholders and proxies attending (before cumulation), the resolution was duly passed as an ordinary resolution.	

Full text of the resolutions were set out in the EGM Notices.

In compliance with the requirements of the Listing Rules, the Company appointed external certified public accountants, Ruihua Certified Public Accountants (Special General Partnership), to act as the scrutineer for the vote-taking at the EGM.

(2) CHANGE OF MEMBERS OF THE BOARD

At the EGM, Ms. Zhang Qianyu was elected as an executive Director of the Board and Mr. Zhao Xinmin was elected as an independent non-executive Director of the Board of the Third session with a term commencing upon the conclusion of the EGM and expiring upon the expiration of the Third session of the Board. Mr. Zhao was also elected as a member of each of the Strategy Committee, the Audit Committee and the Remuneration and Appraisal Committee and the chairman of the Nomination Committee under the Board of the Third session. The biographical details of Ms. Zhang Qianyu and Mr. Zhao Xinmin were set out in the Circulars. As at the date of this announcement, there has been no change in such information. Mr. Yan Bin and Ms. Xin Shihua will retire from their positions as an executive Director and independent non-executive Director of the Board respectively.

Mr. Yan Bin and Ms. Xin Shihua have confirmed that, as at the date of this announcement, they had no disagreement with the Board and that there are no other matters relating to their retirements that need to be brought to the attention of the Shareholders. The Company would like to take this opportunity to thank Mr. Yan Bin and Ms. Xin Shihua for their significant and valuable contributions made to the Company's development and good operating results during their term of office at the Company.

Immediately following the EGM, the Third session of the Board of the Company consists of nine Directors, including four executive Directors, namely, Mr. Ma Hongfu, Mr. Wang Guofu ("**Mr. Wang**"), Mr. Chen Yuhai and Ms. Zhang Qianyu, two non-executive Directors, namely, Mr. Yap Kean Chong and Mr. Song Xiaopeng, and three independent non-executive Directors, namely, Ms. Liu Zhijun, Mr. Zhao Xinmin and Mr. Wong Cho Hang Stanley.

(3) CHANGE OF MEMBERS OF THE SUPERVISORY COMMITTEE

At the EGM, Mr. Sun Chuang was elected as a Supervisor of the Supervisory Committee of the Third session with a term commencing upon the conclusion of the EGM and expiring upon the expiration of the Third session of the Supervisory Committee. The biographical details of Mr. Sun Chuang was set out in the Circulars. As at the date of this announcement, there has been no change in such information. Mr. Pan Jin will retire from his position as a Supervisor. Mr. Pan Jin has confirmed that, as of the date of this announcement, he had no disagreement with the Supervisory Committee or the Board and there were no other matters relating to his retirement that need to be brought to the attention of the Shareholders. The Company would like to take this opportunity to thank Mr. Pan Jin for his valuable contributions made to the Company during his term of office at the Company.

Immediately following the EGM, the Third session of the Supervisory Committee of the Company consists of three Supervisors, including one Shareholders representative Supervisor, namely, Mr. Sun Chuang, one independent Supervisor, namely, Mr. Wei Lin, and one staff representative Supervisor, namely, Ms. Du Wei. Ms. Du Wei was re-elected as staff representative Supervisor at the first staff representative meeting of the Company in 2018 held on 5 March 2018 and her term of office is the same as other Supervisors. After the EGM, a Supervisory Committee meeting was convened and Mr. Wei Lin was elected as the chairman of the Supervisory Committee with effect from the conclusion of the Supervisory Committee meeting.

The above-mentioned appointments shall take effect from the date of this announcement to the expiry of the Third session of the Board and/or the Supervisory Committee.

(4) CHANGE OF JOINT COMPANY SECRETARY

After the EGM, a meeting of Third session of the Board was convened and the Board announces that, Mr. Yan Bin will cease to act as a joint company secretary of the Company and Mr. Wang will be appointed as a joint company secretary of the Company with effect from 26 March 2018. The biographical details of Mr. Wang was set out in the Circulars.

Mr. Li Siu Bun (“**Mr. Li**”), the other joint company secretary of the Company, will assist Mr. Wang in his discharge of duties as a joint company secretary of the Company. Mr. Li is a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2010. Mr. Li meets the requirements of a company secretary under Rules 3.28 and 8.17 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Wang currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Wang as a joint company secretary of the Company for a period of three years from the date of the said appointment (the “**Waiver Period**”) on condition that the Company engages Mr. Li, as the other joint company secretary of the Company, who is able to fully comply with the requirements set out under Note 1 to Rule 3.28 of the Listing Rules, to assist Mr. Wang and enable him to acquire the relevant experience to discharge the functions of a company secretary during the Waiver Period as required under Note 2 to Rule 3.28 of the Listing Rules (the “**Waiver**”). The Waiver will be revoked immediately when Mr. Li ceases to be a joint company secretary of the Company. The proposed appointment of Mr. Wang as the joint company secretary of the Company shall be subject to the approval granted by the Stock Exchange in respect of the Waiver. The Company will separately make announcement to further update the progress of obtaining of such approval.

Upon the expiry of the Waiver Period, the Company will further evaluate Mr. Wang qualifications and experience and liaise with the Stock Exchange to revisit this situation in the expectation that the Company should then be able to demonstrate to the Stock Exchange’s satisfaction that Mr. Wang has been acting as a company secretary for over three years under the assistance of Mr. Li and will have acquired the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules, so that a further waiver will not be necessary.

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, 26 March 2018

As at the date of this announcement, the executive directors of the Company are Mr. Ma Hongfu, Mr. Wang Guofu, Mr. Chen Yuhai and Ms. Zhang Qianyu; 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 Ms. Liu Zhijun, Mr. Zhao Xinmin and Mr. Wong Cho Hang Stanley

* For identification purpose only